CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RECEIVED PARTMENT OF STATE 1014 OF CORPORATIONS 1 JUN 15 AM 10: 34 NOT THE STATE NOT THE STATE PERCENCIAL EDGE FICIENCY OF FILING		Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search
Signature Requested by: Name		Officer Search Fictitious Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search
Walk-In	Will Pick Up	UCC 11 Retrieval

ARTICLES OF ORGANIZATION

OF

TROLLEY BOATS AMPHIBIOUS TOURS, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of this limited liability company is TROLLEY BOATS AMPHIBIOUS TOURS, LLC and its principal office and mailing address is located at 682 South Young Street, Daytona Beach, FL 32174.

ARTICLE II DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new members. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

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ARTICLE V DISSOLUTION

The limited liability company will dissolve as provided in the Operating Agreement executed by and among its members.

ARTICLE VI MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successor is elected and qualified, shall be DONALD R. REDMAN

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this limited liability company shall be located at 682 South Young Street, Daytona Beach, Florida 32174, and the initial registered agent of the limited liability company at that address shall be DONALD R. REDMAN.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Organization for this limited liability company this _____ day of June 2001.

DONALD R. REDMAN'

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the

facts stated herein are true.)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 12 day of June 2001.

DONALD R. REDMAN

Registered Agent

FILED OI JUN 15 PM 1: SECRETARY OF STATE ALLAHASSEF, FLOREN