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Florida Department of State
Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

reel easy charters, LLC.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
REEL EASY CHARTERS, L.L.C.**

The undersigned, being a duly authorized representative of the company, does hereby organize, execute and file with the Department of State of the State of Florida, under Chapter 608 of the Florida Statutes, the following Limited Liability Company:

ARTICLE I

NAME

The name of this limited liability company shall be:

REEL EASY CHARTERS, L.L.C.

ARTICLE II

NATURE OF BUSINESS

The organization may engage in any activity or business permitted under the laws of the United States or the State of Florida. It is anticipated, however, that it will specialize in the operation, maintenance, and conduct of a service business to the general public, of a fishing, diving, cruising, and related marine operations for and from a motor yacht or sailing yacht, or optional land based facilities, for sport pleasure or such other related fishing activities and off shore usage of the vessel(s) as may be owned or leased or operated by this limited liability company, for charter and upon such terms and conditions as may be negotiated with the lessee, chartering party or entity engaging business with the organization and such activities may be either within the waters and adjacent seas of the State of Florida, or such other locations within or adjacent to the continental United States or in International waters, as may be deemed acceptable. In addition, all activities reasonably related to the foregoing may be engaged in or undertaken by the limited liability company.

ARTICLE III

MANAGER - MANAGED COMPANY

This organization is a manager- managed company within the meaning of Fla. Stat. 608.402(19) whereby it is a limited liability company which is designated to be managed by a manager in its Articles of Organization and by all operating agreements which may affect its operation.

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ARTICLE IV

ORGANIZATIONAL EXISTENCE

The date of initial organizational existence of this limited liability company shall be the date when its Articles of Organization are filed with the Department of State of the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be: 1801 Sombrero Boulevard, Marathon, FL 33050.

ARTICLE VI

INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent for Service of Process upon the company, in this State is: Sheldon Evans, P.A., 6175 N.W. 153rd Street, Suite #312, Miami Lakes, Florida, 33014.

ARTICLE VII

MANAGEMENT

This company, pursuant to Fla. Stat. 608.407(1)(1), is a limited liability company to be managed by one (1) manager. That manager, to serve for a period of one (1) year from the date of the filing of these Articles with the Secretary of State or until replaced or resigned, is: John G. Kringel, 12670 County Road 250, Durango, Colorado, 81301

ARTICLE VIII

DURATION OF ORGANIZATIONAL EXISTENCE

The period of duration for this limited liability company shall be fifteen (15) years from the date of filing of these Articles with the Florida Secretary of State. Such period of duration,

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however, may be amended by the adoption of an Amendment to these Articles in conformity with the requirements of Chapter 608 of the Florida Statutes.

ARTICLE IX

MEMBERS

The initial member of this limited liability company shall constitute its initial manager. The rights of the managing member, insofar as his entitlement to share in the profits and losses of the company, shall be set forth in a written agreement to be signed by the managing member. Absent a written agreement executed by the managing member, the managing member shall be entitled to one hundred percent (100%) percent of the net profits of the company each year.

ARTICLE X

IDENTITY OF ADDITIONAL MEMBERS

The identity of any additional members of this limited liability company, other than the managing member whose name and address is reflected above, shall be and remain confidential and subject to disclosure only as required by the laws of the State of Florida or the rules and regulations of the Internal Revenue Service; otherwise, the identity and address of all members, other than the managing member, shall be and remain confidential.

ARTICLE XI

AMENDMENTS

These Articles of Organization may be amended by the affirmative vote of the managing member; (plus a majority of all other non-managing members- if same exist, voting in proportion to their investment in this limited liability company).

ARTICLE XII

REPLACEMENT OF MANAGING MEMBER

In the event of the death or disability of the manager-member, above-named, or his replacement, if any, the remaining non-managing members, in proportion to their investment, shall be entitled to elect, by a majority vote, the replacement managing member of this limited liability company.

ARTICLE XIII

AUTHORITY OF MANAGER

The initial manager of this organization, above-named, and his successor(s) if any, is hereby authorized to alone sign and deliver any instrument transferring or affecting the company's interest in real or personal property. Any third party may rely upon the apparent authority of the manager to carry on any and all business on behalf of the company, without the necessity of obtaining the authority or approval of any other person, firm or corporation whatsoever, including the approval of any non-manager member.

ARTICLE XIV

CERTIFICATES OF INTEREST

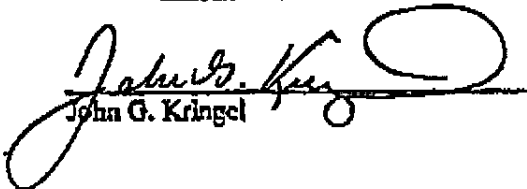
The manager, (and the non-managing members, if any, at their election), may determine to issue Certificates of Interest in favor of all members of the company, so as to continuously reflect their respective interests of record for purposes of determining their voting rights. Any and all such Certificates, however, shall be deemed confidential documents, as between the non-managing members and the corporation, in pursuance of the requirement, above set forth, of maintaining confidentiality as to the identity and addresses of all non-managing members of this organization. Such Certificates, therefore, shall be and remain outstanding solely for the purpose of establishing voting rights as between non-managing members and the organization. They shall not be deemed documents which are in the public domain.

ARTICLE XV

AUTHORIZATION TO EXECUTE AND SUBMIT INITIAL ARTICLES OF ORGANIZATION

The managing member, above-named, is hereby authorized (and to the extent any non-managing members may exist has been authorized by all non-managing members of this organization, who have initially subscribed to a beneficial interest in this organization) to execute and file these Articles with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, as the designated representative of the organization and its initial managing member(s), has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber, the foregoing Articles of Organization on this the 9th day of July, 2001.


John G. Kringel

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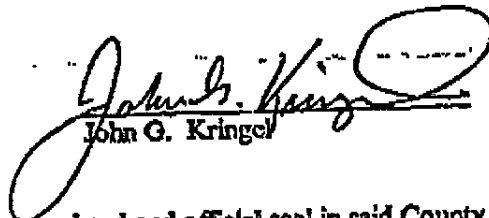
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, acknowledged these Articles of Organization by John G. Kringel, who is personally known to the undersigned and who did take an oath, who deposes and states that he has read and subscribed to the above and foregoing Articles of Organization and that the facts set forth therein are true and that he has freely and voluntarily executed same, for the uses and purposes therein expressed.

In accordance with the provisions of Fla. Stat. 608.408(3) the execution of the above and foregoing documents, by the above-described member and manager, constitutes an affirmation under the penalties of perjury that the facts stated above are true.

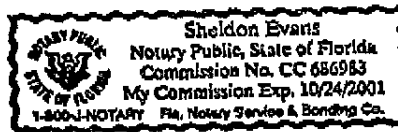

John G. Kringel

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 9th day of July, 2001.


Notary Public

SHELDON EVANS
Typed, Printed or Stamped Name of Notary

My Commission Expires:



SEAL
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, Reel Easy Charters, L.L.C. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 1801 Sombrero Boulevard, Marathon, Florida 33050 has designated Sheldon Evans P.A., 6175 N.W. 153rd Street, Suite #312, Miami Lakes, FL 33014, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Sheldon Evans, Resident Agent

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