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January 23, 2002

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

700004798287--4
-01/25/02--01068--006
****125.00 ****125.00

Re: Emerald Yacht-Ship Florida, LLC
Articles of Organization

Dear Madam:

Enclosed for filing is the Articles of Organization of Emerald Yacht-Ship Florida, LLC, together with our check in the amount of \$125 for the filing fee and Registered Agent fee.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Edwin Peck/cam
Edwin Peck

EP:cam

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
EMERALD YACHT-SHIP FLORIDA, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is EMERALD YACHT-SHIP FLORIDA, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1521 Beach Dr., S.E., St. Petersburg FL 33701.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by the manager who is designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.



Authorized Representative

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TALLAHASSEE, FLORIDA

(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.)

DAVID E. ERDMAN
(typed or printed name of signee)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,

THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is EMERALD YACHT-SHIP
FLORIDA, LLC.

2. The name and the Florida street address of the registered agent
is:

Edwin Peck
Attorney at Law
259 4th Avenue North
St. Petersburg, FL 33701-2911

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.



Edwin Peck

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