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To:
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Fax Number : (850)205-0383

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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02 FEB 12 AM 8:09

LIMITED LIABILITY COMPANY
PERFORMANCE MARINE SALES AND SERVICE LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2002

FAS-T CORP AGENTS, INC.

SUBJECT: PERFORMANCE MARINE SALES AND SERVICE LLC
REF: W02000003684

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You refer to the Articles as Articles of Incorporation, however, they are Articles of Organization. Please remove any reference or terms regarding Corporations, Corporate, Incorporation from the document. Also, you mention Stock, however, Limited Liability Companies do not have stock, you must remove any reference to this from the document.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: E02000031982
Letter Number: 302A00007700

ARTICLES OF ORGANIZATION

OF

Performance Marine Sales and Service LLC

The undersigned hereby file these Articles in order to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

Name

The name of this Limited Liability Company shall be:

Performance Marine Sales and Service LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

**7701 NW 54 Street
Miami, FL 33166**

ARTICLE III

Amendment

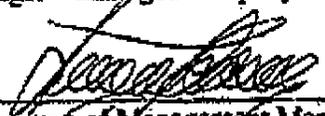
These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

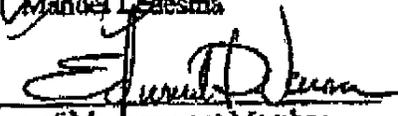
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ARTICLE VI

Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

By: 
Signature of Management Member
Manuel Ledesma

By: 
Signature of Management Member
Eduardo DeVarona

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(In accordance with section 508.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ARTICLE VII

By-Laws

The members of management shall adopt By-Laws for the Limited Liability Company. The By-Laws may be amended, altered or repealed by the shareholders or management in any manner permitted by the By-Laws.

ARTICLE VIII

Financial Information

The Limited Liability Company shall be required to file a balance sheet and a profit and loss statement to its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year by the shareholders not later than four (4) months after the close of such year.

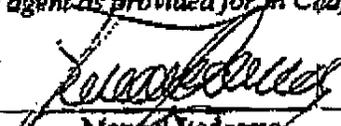
ARTICLE IV

Registered Agent, Registered Office and Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

**Manuel Ledesma
7701 NW 54 Street
Miami, FL 33166**

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.

By: 
Manuel Ledesma
Registered Agent's Signature

ARTICLE V

Term of Existence

This Limited Liability Company shall exist perpetually unless dissolved according to law.

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