

# LD2000008340

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DIVISION OF CORPORATION

NO 2-9806

## LIMITED LIABILITY COMPANY

**fishing fanatics Lc.**

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TALLAHASSEE, FLORIDA

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Page Count	10
Estimated Charge	\$155.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 8, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FISHING FANATICS, L.C.  
REF: W0200009806

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

FOR

FISHING FANATICS L.C.

(A Limited Liability Company Organized Pursuant to Chapter 608 of the Laws of the State of Florida)

In order to form a limited liability company pursuant to and in accordance with the provisions of the Florida Limited Liability Company Act, Chapter 608 Florida Statutes (the "Act"), the undersigned do hereby subscribe to these Articles of Organization (these "Articles").

ARTICLE 1

NAME

1.0 Name. The name of this company shall be: "Fishing Fanatics, L. C." (the "Company").

ARTICLE 2

DURATION

2.0 Term. The term of existence of the Company shall be thirty (30) years commencing with the date of filing of these Articles.

ARTICLE 3

PURPOSES OF THE COMPANY

3.0 Purposes. The purposes for which the Company is organized are to purchase, own, insure, operate, maintain, charter, and dispose of that certain U. S. Coast

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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10

Guard documented motor vessel currently known as "FILAMABOB" , Official Number 565689, home ported in Philadelphia, P.A. (the "Vessel").

#### ARTICLE 4

##### PRINCIPAL OFFICE AND REGISTERED AGENT

4.0 Address. The principal office and mailing address of the Company shall initially be located at 1776 North Pine Island Road, Suite 118, Plantation, Florida 33322.

4.1 Registered Agent. The initial registered agent of the Company shall be Harold Weissman, 1776 North Pine Island Road, Suite 118, Plantation, Florida 33322.

#### ARTICLE 5

##### INITIAL CAPITAL CONTRIBUTION

5.0 Cash. The total capital contributions initially to be made to the Company by its members (the "Members") shall be in the aggregate amount of Four Hundred Thousand (\$400,000.00) Dollars.

5.1 Property. No property is currently anticipated to be contributed to the Company.

#### ARTICLE 6

##### ADDITIONAL CAPITAL CONTRIBUTIONS

6.0 Amount. No additional capital contributions are contemplated by the Members to be made at the time of filing of these Articles; provided, however, that this provision shall not preclude the Members from agreeing among themselves in the future on the timing, amount and manner of making such additional capital contributions.

6.1 Amendment. These Articles shall be promptly amended to reflect any change to the initial capital contributions to the Company set forth in Article 5 hereof.

## ARTICLE 7

### ADDITIONAL MEMBERS

7.0 Number. There is no right to admit additional Members; provided, however, that this provision shall not preclude the Members from agreeing among themselves in the future upon the terms and conditions to be met in order to admit additional or substitute Members.

## ARTICLE 8

### TERMINATION OF MEMBERSHIP: CONTINUATION OF BUSINESS

8.0 Termination. The bankruptcy or the termination of corporate existence of a Member shall terminate its membership in the Company and cause a dissolution of the Company unless the business of the Company is continued pursuant to Paragraph 8.1 hereof. In addition, the death, adjudicated incapacity, or bankruptcy of the president or a Member shall terminate the membership in the Company of such Member and cause a dissolution of the Company unless the business of the Company is continued pursuant to Paragraph 8.1 hereof.

8.1 Continuation. In the event that the interest in the Company of a Member whose membership has been terminated pursuant to Paragraph 8.0 hereof is purchased by another person pursuant to the provisions of any agreement among the Members, then

such person shall become a Member and the business of the Company shall be continued as if such membership had never terminated.

## ARTICLE 9

### MANAGEMENT

9.0 Manager. The Company shall be managed by a Manager, whose name and address is initially as follows: James Craghead 20 Saint George Place, Palm Beach Gardens, Florida 33418

9.1 Authority. No agreement shall be binding upon the Company unless it shall have been executed by a majority of the Members. No decision shall be binding upon the Company unless it shall be by a majority among the members. Notwithstanding the foregoing, any Member shall have the authority to act on behalf of the Company in the event of an emergency affecting the Vessel.

## ARTICLE 10

### INDEMNIFICATION

10.0 Indemnity. The Company shall indemnify any person or entity who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that such person or entity is or was a Member, employee or agent of the Company (for the purposes of these Articles is a "person"), against expenses (including attorney's fees and appellate attorneys' fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or

proceeding, provided such person acted in good faith and in a manner reasonably believed by him to be in, or at least not opposed to, the best interest of the Company, and, with respect to any criminal action or proceedings, such person had no reasonable cause to believe his conduct was unlawful; except, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for malfeasance in the performance of his or her duties to the Company, unless and only to the extent that the Court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that such Court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in, or at least not opposed to, the best interest of the Company, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe that his conduct was unlawful.

10.1 , Expenses. To the extent that a Member, employee, or agent of the Company has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in paragraph 10.0 hereof, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.2 Approval. Any indemnification under these Articles (unless ordered by a Court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in these Articles. Such determination must be made unanimously by all of the Members.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding as authorized by a vote of the Members in the specific case upon receipt of an undertaking by or on behalf of the Member, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Company as authorized in this Article.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such person seeking indemnification may be entitled under any Operating or other Agreement, vote of the Members, or otherwise, both as to action in his official capacity, as well as continuing as to such action after he has ceased to be a Member, employee, or agent. Such indemnification shall inure to the benefit of the heirs, personal representatives, and administrators of such person.

10.5 Insurance. The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member, employee, or agent of the Company, both (i) with respect to the indemnification provided hereinabove and (ii) as a Member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by



him or her in any such capacity if the Company would have the power to indemnify such person against such liability under the provisions above in this Article.

## ARTICLE 11

### AMENDMENTS TO ARTICLES

11.0 Procedure. Amendments to these Articles may be proposed in writing by any Member and must be approved by all Members in writing in order to be binding.

11.1 Amendment. Any amendment to these Articles shall become effective when filed with the Secretary of State of Florida, unless otherwise specified in such amendment.

## ARTICLE 12

### COMPANY ASSETS

12.0 Prohibition. No Member of the Company shall own any direct share or ownership interest in the funds and assets of the Company.

12.1 Ownership. The funds and assets of the Company shall belong solely to the Company subject to the limitation that the same be expended, held, or used for the purposes authorized herein.

12.2 Dissolution. Upon dissolution of the Company, the funds and assets of the Company remaining after all liabilities of the Company have been paid and a reasonable reserve for future expenses has been established shall be distributed to its Members pro-rata (in accordance with their respective percentage ownership interests in the Company at the time of distribution).

ARTICLE 13

**TRANSACTIONS IN WHICH MEMBERS ARE INTERESTED**

13.0 **Permitted Contracts.** No contract or transaction between the Company and one or more of its Members, or between the Company and any other corporation, partnership, association, or other organization in which one or more of its Members are members, directors, employees or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason. No Member shall incur liability by reason of the fact he or she is or may be interested in any such contract or transaction.

13.1 **Authorization.** The Company shall be free to contract with its members and any corporation in which any of them are interested upon the consent of all of the Members.

13.2 **Voting.** Interested Members may vote at a meeting or of a committee which authorized a permitted contract or transaction authorized herein.

ARTICLE 14

**ADVANCE AND RETURN OF CAPITAL CONTRIBUTIONS**

14.0 **Advance.** Each Member shall be obligated to make its pro-rata share of the capital contributions set forth in Article 5 hercof.

14.1 **Return.** No Member shall be entitled to the return of its capital contribution or any portion thereof, or any interest thereon, or any gain with respect thereto, but instead, any distribution from the Company to its Members shall be made pro-rata out of the surplus receipts of the Company, as the Members shall determine from time to time.

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ARTICLE 15

LIABILITY OF THE MEMBERS

15.0 Limitation. To the maximum extent permitted pursuant to Section 608.346 of the Act or otherwise, no Member shall have any personal liability with respect to any debt, liability or other obligation of the Company.


IN WITNESS WHEREOF, the Subscriber hereto have affixed their signatures this 4 day of April, 2002.

Witnesses:

FISHING FANATICS L.C. A Florida  
Limited Liability Company

By: Its Members, Individually, and on  
: Behalf of the Company

  
\_\_\_\_\_

  
\_\_\_\_\_

\_\_\_\_\_

Technology Trading INC.  
A Florida Corporation

By:   
Marianne Blackburn, Its President

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

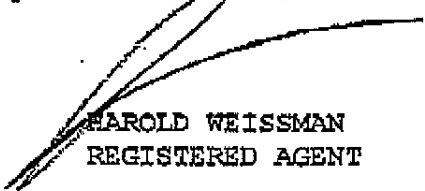
\* \* \* \* \*

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

FIRST; That FISHING FANATICS, L.C. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Broward County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of 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 open said office.

  
HAROLD WEISSMAN  
REGISTERED AGENT

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