

ATTORNEYS AT LAW

COBLE BUILDING

1020 WEST INT'L. SPEEDWAY BLVD.
DAYTONA BEACH, FLORIDA 32114

J. KERMIT COBLE, P.A.
SCOTT E. SIMPSON, P.A.
NOAH C. MCKINNON, JR., P.A. OF COUNSEL

PLEASE REPLY TO:

POST OFFICE DRAWER 9670
DAYTONA BEACH, FLORIDA 32120

DAYTONA (386) 253-0661
DAYTONA FAX (386) 253-9737

Florida Department of State
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, FL 32314

Dear Sir or Madam:

100005370771--6
-04/29/02--01108--012
***125.00 ***125.00

Enclosed for filing please find the following:

- Original executed documents for **DECOY - PROFESSIONAL CHARTERS, LLC**
- Check in the amount of \$125.00 (filing fee, registered agent fee and certified copy fee)
- Return self-addressed envelope

Very truly yours,


Scott E. Simpson, Esquire

SES/wh

Name	Enclosures
Availability	
Document Examiner	DCC
Interpreter	DCC
Document Verifier	DCC
Online Redgement	DCC
W. P. Verifier	DCC

FILED
02 MAY 17 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COBLE & SIMPSON

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DAYTONA BEACH, FLORIDA 32120

DAYTONA (386) 253-0661
DAYTONA FAX (386) 253-9737

May 13, 2002

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

600005555186--9
-05/16/02--01053--016
*****30.00 *****30.00

Re: DECOY - PROFESSIONAL CHARTERS, LLC
Letter Number: 302A00028283

Dear Ms. Cushing:

I am in receipt of your letter and the documents I forwarded to you for filing on April 24, 2002, with the exception of my \$125.00 check, which you did not return.

Decoy Professional Charters, LLC is not a professional limited liability company. The name is being adopted pursuant to Florida Statute 608.406. (copy attached hereto) a limited liability company may be designated by LLC following the company name. Therefore, I am returning the documents for filing as a limited liability company. I am also enclosing my check in the amount of \$30.00 for a certified copy of the documents.

Thank you for your assistance in this matter and if you have any questions, please give me a call.

Very truly yours,


Scott E. Simpson, Esquire

SES/wh

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 6, 2002

SCOTT E. SIMPSON, ESQ.
COBLE & SIMPSON
P.O. DRAWER 9670
DAYTONA BEACH, FL 32120

SUBJECT: DECOY - PROFESSIONAL CHARTERS, LLC
Ref. Number: W02000012925

We have received your document for DECOY - PROFESSIONAL CHARTERS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Are you trying to file this as a professional limited liability company? If you are you must have the appropriate suffix (Chartered, P.L., P.L.L.C., P.L.C., PL, PLC, PLLC, Professional Limited Company or Professional Limited Liability Company) at the end of the name. You also state on your letter that the fee includes the fee for a certified copy. If you wish to obtain a certified copy you must submit an additional \$30.00.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 302A00028283

DECOY - PROFESSIONAL CHARTERS, LLC

THE PARTIES, to this Agreement, TIMOTHY WILLIAM PHILLIPS and WILLIAM TODD PHILLIPS, hereinafter referred to as "Members", in consideration of mutual covenants contained herein, agree to form, and do hereby form, a Limited Liability Company pursuant to the Limited Liability Company Act of the State of Florida, on the terms and conditions hereinafter set forth.

ARTICLE I - PURPOSE

The Limited Liability Company is created and conducted for the purpose of engaging in the business of acquiring and maintaining charter boat(s) and equipment to be used for a charter fishing business and such other business and purposes as may be agreed on by the Members.

ARTICLE II - NAME

The name of the Limited Liability Company shall be the DECOY - PROFESSIONAL CHARTERS, LLC.

ARTICLE III - ADDRESS

The mailing address and address of the principal place of business shall be:

3701 Olson Drive
Daytona Beach, Florida 32124

ARTICLE IV - LIMITED LIABILITY PROPERTY

- A. Limited Liability Company Property. All property originally paid or brought into, or transferred to, the Limited Liability Company as contribution to capital by the Members, or subsequently acquired by purchase or otherwise, on account of the Limited Liability Company, shall be Limited Liability Company property.
- B. Property to be in Limited Liability Company Name. The title to all Limited Liability Company property shall be held in the name of the Limited Liability Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - MANAGEMENT

All Member shall be active Members and shall have equal rights to participate in the management and conduct of the Limited Liability Company. Each Member shall devote such time and attention to the Limited Liability Company business as is necessary to promote the interest of the Limited Liability Company and shall use his utmost endeavors to promote the interest of the Limited Liability Company.

ARTICLE VI - INDEMNIFICATION

The Limited Liability Company will indemnify each Member in respect to payments made and personal liabilities reasonably incurred by each Member in the ordinary and proper conduct of the Limited Liability Company business, or for the preservation of the business or property of the Limited Liability Company.

ARTICLE VII - MEMBERS

The Members of the Limited Liability Company and their respective ownership interest are as follows:

TIMOTHY WILLIAM PHILLIPS	50%
WILLIAM TODD PHILLIPS	50%

ARTICLE VIII - NET PROFITS AND LOSSES

The net profits and losses of the Limited Liability Company shall be shared and borne by the Members in the same proportion as set forth in Article VII. The terms "net profits" and "net losses" shall mean the net profits and losses of the Limited Liability Company as determined for Federal Income Tax purposes.

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TALLAHASSEE FLORIDA

**ARTICLE IX - REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE**

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

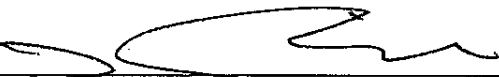
Scott E. Simpson, Esquire
1020 W. International Speedway Boulevard
Daytona Beach, Florida 32114

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.


Registered Agent's Signature

WHEREFORE, the members hereby create a limited liability company pursuant to the above terms and conditions and pursuant to State law.

Date: 4/22/02


Timothy William Phillips


William Todd Phillips

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(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).