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May 14, 2002

LO20000013209
JUSTIN-CRAIG LTD., INC.

May 15th, 2002

MJH

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

5/21

To Whom It May Concern;

Enclosed please find the original and two copies of the Articles of Incorporation for Birchwood Marine, USA, LLC, along with a check in the amount of \$125.00 for the filing fees.

Please return the original and one copy to my office address, listed below.

100005576681--9
-05/21/02--01040--008
****125.00 ****125.00

Sincerely,

Barbara R. Lambert

Barbara R. Lambert
President

FILED
02 MAY 21 PM 4:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

BIRCHWOOD MARINE, USA, LLC

FILED
02 MAY 21 PM 4:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME OF COMPANY

The name of this limited liability company and its principal place of business and mailing address is as follows:

BIRCHWOOD MARINE, USA, LLC
2200 SOUTH OCEAN LANE, #204
FT LAUDERDALE, FL 33316

ARTICLE II

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing of these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Limited Liability Company shall be the date of filing with the Department of State.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

Prepared by:

Barbara R. Lambert
Justin-Craig Ltd., Inc.
3870 Amalfi Drive
Hollywood, FL 33021
(954) 989-7693

ARTICLE IV - REGISTERED AGENT AND OFFICE

The initial registered agent of this company shall be John Henry Falk and the initial registered office of this corporation shall be 2200 South Ocean Lane, #204, Ft. Lauderdale, Florida 33316.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

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ARTICLE VII -MANAGEMENT OF THE COMPANY

The Company is to be managed by its Managers. The name and address of the Managers are as follows (each of whom shall have full authority to act on behalf of the Company):

RICHARD ODDIE
Hall Keys Farm, Hodthorpe
Worksop, Nottinghamshire,
Great Britain, UK SED 4XA

JOHN HENRY FALK
2200 SOUTH OCEAN LANE, #204
FORT LAUDERDALE, FL 33316

ARTICLE VIII -REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE IX - COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these articles.

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ARTICLE X - PROFITS/LOSSES

The profits and losses of the company shall be allocated among the members on the basis of each Member's relative capital accounts.

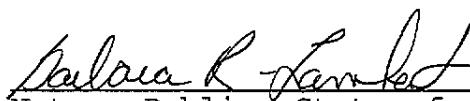
THE UNDERSIGNED, as the authorized representative of the Member(s) of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.



RICHARD ODDIE

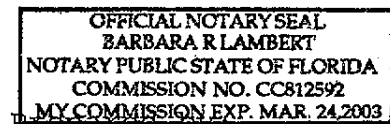
STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by RICHARD ODDIE, _____ who is personally known to me or _____ who has produced Drivers Licence as identification, and who did take an oath, on this 30 day of April, 2002.



Notary Public, State of
Florida at Large

My Commission Expires:

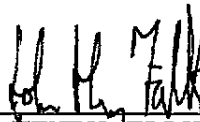


Barbara R. Lambert
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON
WHOM SERVICE OF PROCESS WITHIN THE STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability company Act:

Having been appointed Registered Agent of BIRCHWOOD MARINE, USA, LLC in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



JOHN HENRY FALK

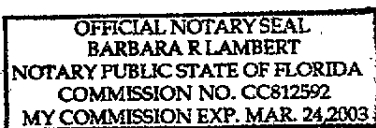
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by JOHN HENRY FALK, ✓ who is personally known to me or _____ who has produced _____ as identification, and who did take an oath, on this 30 day of APRIL, 2002.



Notary Public, State of
Florida at Large

My Commission Expires:



Prepared by:

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