



R. Andrew Rock  
(813) 222-8186  
rockra@bipc.com

PRINCIPAL LOCATIONS

PHILADELPHIA  
PITTSBURGH  
PRINCETON  
LONDON  
MIAMI  
BUFFALO  
NEW YORK CITY  
HARRISBURG  
TAMPA  
WASHINGTON, DC

May 31, 2002

**VIA FEDERAL EXPRESS**

James E. Pope, M.D.  
5315 Burchette Road  
Tampa, Florida 33647

Re: **Suncoast Marine Design, LLC**

600005694006--1  
-06/06/02--01027--003  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Jim:

Enclosed please find documents relative to the formation of Suncoast Marine Design, LLC, including Articles of Organization, an Operating Agreement, and a consent regarding initial organizational matters. We have kept the forms and structure very simple at your request because the purposes of this entity will be very limited and you will be the sole member.

To complete the formation, please execute all documents and file the Articles of Organization with the Florida Department of State, Division of Corporations. The Articles of Organization should be sent to the appropriate address listed below, along with a check made payable to the "Florida Department of State" in the amount of \$125.00:

**If by U.S. mail:**

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
(850) 245-6051

**If by overnight delivery service:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(850) 245-6051

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUN - 6 PM 12:56

FILED

Name Availability	
Document Examiner	
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

(If you wish to obtain a certified copy of the articles or a certificate of status, additional charges for these are \$30.00 and \$5.00, respectively, but these documents should not be necessary for your needs.) Also, you may check the status of your filing at Department of State's website at [www.sunbiz.org](http://www.sunbiz.org).

In order to limit your costs, we have not ordered a corporate book and have designated in the operating agreement that no certificates of membership interest will be issued by the LLC. If you would prefer otherwise, please let me know.

LO2000014247

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
HOLTSVILLE NY, 00501

DATE OF THIS NOTICE: 05-28-2002  
NUMBER OF THIS NOTICE: CP 575 D  
EMPLOYER IDENTIFICATION NUMBER: 04-3666484  
FORM: SS-4  
0133348785 B

SUNCOAST MARINE DESIGN  
% JAMES E POPE  
5315 BURCHETTE RD  
TAMPA FL 33647

FOR ASSISTANCE CALL US AT:  
1-800-829-1040

OR WRITE TO THE ADDRESS  
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

**WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)**

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 04-3666484. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 1065

04/15/2003

Your assigned tax classification is based on information obtained from your Form SS-4. It is not a legal determination of your tax classification and is not binding on the IRS. If you want a determination on your tax classification, you may seek a private letter ruling from the IRS under the procedures set forth in Rev. Proc. 98-01, 1998-1 I.R.B. 7 (or the superceding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have questions about the forms shown or the date they are due, you may call us at 1-800-829-1040 or write to us at the address shown above.

FILED  
JUN - 6 2003  
TALLAHASSEE, FLORIDA  
SECRETARY OF THE TREASURY

**ARTICLES OF ORGANIZATION  
OF  
SUNCOAST MARINE DESIGN, LLC**

The undersigned hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida (the "Florida Limited Liability Company Act" or the "Act").

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Suncoast Marine Design, LLC (the "Limited Liability Company").

**ARTICLE II  
ADDRESS**

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

5315 Burchette Road  
Tampa, Florida 33647

**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and the Florida street address of the initial registered agent of the Limited Liability Company is:

James E. Pope, M.D.  
5315 Burchette Road  
Tampa, Florida 33647

**ARTICLE IV  
MANAGEMENT BY MEMBERS**

The Limited Liability Company will be managed by its members, and, therefore, is not a manager-managed company.

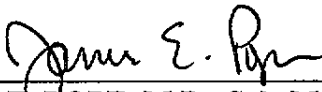
**ARTICLE V  
INITIAL MEMBER**

The sole initial member of the Limited Liability Company is James E. Pope, M.D. whose address is 5315 Burchette Road, Tampa, Florida 33647.

FILED  
02 JUN -6 PM 12:56  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned, being the initial sole member of the Limited Liability Company, has executed these Articles of Organization this 1 day of June, 2002.

(In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
JAMES E. POPE, M.D., Sole Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF ORGANIZATION**

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, Florida Statutes.

Dated: June 1, 2002

  
JAMES E. POPE, M.D., Registered Agent

02 JUN -6 PM12:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED