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LIMITED LIABILITY COMPANY

cactus marine, llc

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
CACTUS MARINE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be CACTUS MARINE, LLC ("Company"). The principal place of business and mailing address of the Company in Florida shall be 4711 N. W. 5th Avenue, Oakland Park, Florida 33315.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the Company is organized is engage in the sale optical goods and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Steve Wilson, 4711 N. W. 5th Avenue, Oakland Park, Florida 33315.

ARTICLE V
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Steve Wilson	\$500.00

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ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members, or upon a vote of majority of the membership.

ARTICLE IX MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Wilson	4711 N. W. 5th Avenue Oakland Park, Florida 33315

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Lauderdale, Florida for the forgoing uses and purposes this 29 day of July, 2002

Steve Wilson
Steve Wilson

STATE OF FLORIDA :
SS
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 29 day of July, 2002, by Steve Wilson, who is personally known to me or who has produced as identification and who did take an oath.



[Signature]
Notary Public
Print: _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CACTUS MARINE, LLC as the registered agent of the this limited liability company, hereby consents to his appointment as registered agent of the Company.

Steve Wilson
Steve Wilson

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CACTUS MARINE, LLC.
2. The name and address of the registered agent and office is:

Steve Wilson
Name

4711 N. W. 5th Avenue
Address (P. O. Box not available)

Oakland Park, Florida 33315
City/State/Zip

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.

Steve Wilson
(Signature) Steve Wilson

6/18/02
(Date)

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