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FROM HOLLAND & KNIGHT TAMPA

(WED) 8.28'02 10:46/ST.10:46/NO.4261068156 P 1

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02 AUG 28 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Spearing Tool & Manufacturing Company L.L.C.

DIVISION OF CORPORATION

02 AUG 28 PM 2:16

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H02000187451 8

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**SPEARING TOOL & MANUFACTURING COMPANY, L.L.C.
ARTICLES OF ORGANIZATION**

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Spearing Tool & Manufacturing Company, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

15950 Bay Vista Drive
Suite 140
Clearwater, Florida 33760

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Scott McFarland
15950 Bay Vista Drive
Suite 140
Clearwater, Florida 33760

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

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H02000187451 8

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ARTICLE VI. MANAGEMENT

The Company shall be managed by the Member and such officers as may be appointed in the Members discretion. [If managed by managers that fact must be stated and the manager listed.]

IN WITNESS WHEREOF, the undersigned sole Member has executed these Articles of Organization on this 26th day of August, 2002.

SEA LINK INTERNATIONAL, INC.


BY: SCOTT MCFARLAND

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H02000187451 8

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

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That Spearing Tool & Manufacturing Company, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 15950 Bay Vista Drive, Suite 140, Clearwater, Florida, 33760, has named Scott McFarland as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Company Act.

Dated: 8-26-2002

By:

Scott McFarland
Scott McFarland

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