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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher

Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

October 23, 2002

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Whiddon Enterprises, LLC
Our File No. 2304-16

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith one (1) original and one (1) copy of the fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
TOTAL	\$155.00

Please note that in accordance with §608.409 Florida Statutes, and Paragraph EIGHTH of the Articles of Organization, the limited liability company's existence will commence October 23, 2002, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS/wh
Enclosures
cc: W. Clark Whiddon

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
WHIDDON ENTERPRISES, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

FIRST: The name of said limited liability company shall be WHIDDON ENTERPRISES, LLC.

SECOND: WHIDDON ENTERPRISES, LLC shall exist in perpetuity.

THIRD: Copies of the Operating Agreement of WHIDDON ENTERPRISES, LLC may be obtained from the Manager at 2950 NW 23rd Court, Pompano Beach, FL 33062 which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of WHIDDON ENTERPRISES, LLC shall be 2950 NW 23rd Court, Pompano Beach, FL 33062.

FOURTH: The purposes for which is formed are:

A. Engaging in any and all phases of the business of serving as a salesman or broker for the sale or exchange of boats and vessels and if any vessel which this limited liability company sells or exchanges is a "Yacht" as defined in Section 326.002(4), Florida Statutes, then such transaction shall be handled by a broker duly licensed under the Florida Yacht and Ship Brokers Act.

B. To engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which WHIDDON ENTERPRISES, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: That WHIDDON ENTERPRISES, LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the Subscribing Member to these Articles of Organization of WHIDDON ENTERPRISES, LLC is as follows:

NAME
Charles P. Sacher

ADDRESS
2655 LeJeune Road., Suite 1101
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

EIGHTH: The business of this limited liability company shall be conducted by a Manager who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his successor is elected and qualified is as follows:

NAME

W. Clark Whiddon

ADDRESS

2950 NW 23rd Court
Pompano Beach, FL 33062

In accordance with the provisions of §608.409, the effective date of existence is specified to be October 23, 2002, so long as these Articles or Organization are filed with the Secretary of State within five (5) business days of this date.

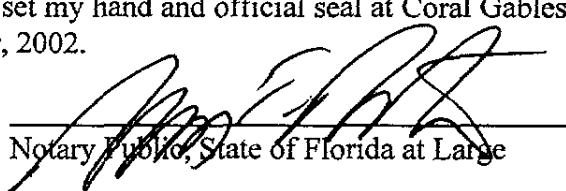
WITNESS my hand and seal this 23rd day of October, 2002

 (SEAL)
Charles P. Sacher

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 23 day of October, 2002.


Notary Public, State of Florida at Large

My commission expires:



Gregory T. Martini
Commission # CC 770717
Expires OCT. 28, 2002
BONDED THRU
ANTIC BONDING CO., INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for WHIDDON ENTERPRISES, LLC, at a place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

Charles P. Sacher (SEAL)
Charles P. Sacher, Registered Agent

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