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Fax Number : (850) 205-0383

From: Account Name : WARD, ROVELL & VAN EPOEL, P.A.
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

SHEARWATER BOATWORKS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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SHEARWATER BOATWORKS, LLC

ARTICLES OF ORGANIZATION

The undersigned authorized representative does hereby certify that the persons identified in these Articles of Organization have associated themselves for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

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ARTICLE I

NAME

The name of the Company shall be:

SHEARWATER BOATWORKS, LLC

ARTICLE II

PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III

GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE IV

ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 214 - 150th Avenue, Madeira Beach, Florida 33708.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is Bank of America Plaza, Suite 4100, 101 E. Kennedy Boulevard, Tampa, Florida 33602-5152, and the name of its initial registered agent is Ronald G. Hock. The Company may change its registered office or its

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registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI
MANAGEMENT

The Company shall be managed by a manager or managers. A manager is not required to be a member of the Company. The names and addresses of the initial managers are as follows, and they shall act in such capacity until otherwise determined by the members in accordance with the Operating Agreement of the Company:

John S. Thompson, III
214 - 150th Avenue
Madeira Beach, Florida 33708

Gregory J. Thompson
9511 Amherst Avenue
Margate, New Jersey 08402

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (the "Operating Agreement"), provided that the Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE VII
RIGHT TO CONTINUE 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 business of the Company shall not automatically cease and the Company shall not be dissolved automatically, but only by unanimous consent of the remaining members or otherwise in accordance with the Operating Agreement of the Company.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

ARTICLE IX

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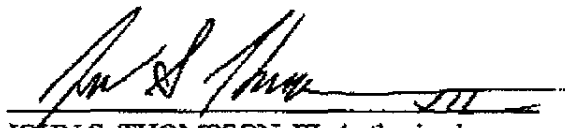
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ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of SHEARWATER BOATWORKS, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement of the Company, consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 30th day of October, 2002.


JOHN S. THOMPSON, III, Authorized
Representative of the Members

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SHEARWATER BOATWORKS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 30th day of October, 2002.

Ronald G. Hock

RONALD G. HOCK
Registered Agent

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