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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

bluewater leasing offshore marine enterprises, llc

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**Articles of Organization
for
Bluewater Leasing Offshore Marine Enterprises, LLC**

ARTICLE I Name

The name of the Limited Liability Company is Bluewater Leasing Offshore Marine Enterprises, LLC.

ARTICLE II Address

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

150 West Flagler Street, Suite 2626
Miami, Florida 33130

ARTICLE III Registered Agent, Registered Agent's Signature:

The name and the Florida street address of the registered agent are as follows:

Max T. Holtzman
150 West Flagler Street, Suite 2626
Miami, Florida 33130

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.


Registered Agent's Signature

ARTICLE IV Amendment. These Articles of Organization may be amended in the manner provided by law. Every amendment shall be proposed by the Managing Member and approved by the members at a members' meeting by at least a majority of the membership interests to vote, unless all of the managers and all of the members sign a written agreement manifesting their intent that a specific amendment of these Articles be made.


Signature of Member

Print or Type Name of Member: Max T. Holtzman

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