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TALLAHASSEE, FLORIDA

LAW OFFICES  
**GELB & SPATZ**

3400 SOUTHWEST THIRD AVENUE  
MIAMI, FLORIDA 33145

MONROE GELB  
CARL A. SPATZ

January 7, 2003

MIAMI (305) 856-0233  
BROWARD 1 (888) 698-8483  
FAX NO. (305) 856-9116

**By Federal Express**

Secretary of State  
Division of LLCs  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: International Marine Industries, LLC

Dear Sir or Madam:

In reference to the captioned LLC, please find enclosed herewith the following:

1. Original and an executed copy of the Articles of Organization.
2. A check made payable to the Division of Corporations in the sum of \$155.00 for the following:

Filing Fee	\$100.00
Certified copy of Articles of Organization	30.00
Registered Agent Designation	<u>25.00</u>
<b>TOTAL</b>	<b>\$155.00</b>

Please return to the undersigned a certified copy of the Articles of Incorporation in the envelope enclosed for your convenience.

Very truly yours,

GELB & SPATZ

BY: Carl A. Spatz

Carl A. Spatz

CAS/bd  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
INTERNATIONAL MARINE INDUSTRIES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of the limited liability company shall be INTERNATIONAL MARINE INDUSTRIES, LLC and its principal office shall be located at 3400 SW Third Avenue, Miami, Florida 33145 which shall comprise its street and mailing address, but shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

ARTICLE III  
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV  
MANAGEMENT

This limited liability company shall be managed by one member whose title shall be "Managing Member". The name and address of the person who shall serve until his successor is elected and qualified is as follows: Neal Kay, 1000 Venetia Way, Apt. 2101, Miami Beach, Florida 33139.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

1. No person may be admitted as a member unless a majority-in-interest of the member consent in writing to the admission of the additional member.
2. A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of a majority of interest of members.
3. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of a majority in interest of the remaining members.

ARTICLE VII  
INITIAL REGISTERED AGENT

The initial registered agent shall be Carl A. Spatz whose street address is 3400 Southwest Third Avenue, Miami, Florida 33145.

The undersigned being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of be INTERNATIONAL MARINE INDUSTRIES, LLC.

Executed by the undersigned at this 7TH day of JANUARY, 2003

  
NEAL KAY, Member

STATEMENT DESIGNATING REGISTERED AGENT  
OF  
INTERNATIONAL MARINE INDUSTRIES, LLC

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03 JAN -8 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida )ss  
County of Miami-Dade )

Pursuant to the provisions of Sections 608.415 and 608-407(1) (c) of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is International Marine Industries, LLC.
2. The name of the registered agent of International Marine Industries, LLC is Carl A. Spatz and the street address of the company's principal office where the agent is located is 3400 Southwest Third Street, Miami, Florida 33145.
3. This statement is to acknowledge that, as indicated above, International Marine Industries, LLC appointed me, Carl A. Spatz as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: January 7, 2003

  
CARL A. SPATZ  
REGISTERED AGENT

The foregoing instrument was acknowledged before me this 7 day of January, 2003 by Carl A. Spatz, as registered agent on behalf of International Marine Industries, LLC, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission  
Expires:

