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Division of Corporations

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To:
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Fax Number : (850) 205-0383

From:
Account Name : BRUCE A. HAUGHT, P.A.
Account Number : I19980000079
Phone : (850) 837-7021
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

LIGHTEN UP CHARTERS, L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
LIGHTEN UP CHARTERS, L.L.C.

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be LIGHTEN UP CHARTERS, L.L.C.

ARTICLE II
DURATION

This limited liability company shall exist no longer than Twenty Five (25) years from the date of filing with the Department of State.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the limited liability company is 306 Beach Dr., Destin, FL 32541.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 385 Highway 98 E, Suite 220, Destin, FL 32541, and the name of the initial registered agent at that address is Bruce A. Haught.

ARTICLE VI
MANAGEMENT

The management will consist of two (2) managers. The name and address of the initial managers of the limited liability company is as follows:

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Doug D. Richards
306 Beach Dr.
Destin, FL 32541

Brenda Kay Moore
306 Beach Dr.
Destin, FL 32541

ARTICLE VII
INDIVIDUALS FORMING COMPANY

The names and addresses of the Members of this limited liability company and their respective ownership interests are as follows:

Doug D. Richards 50%
306 Beach Dr.
Destin, FL 32541

Brenda Kay Moore 50%
306 Beach Dr.
Destin, FL 32541

and their authorized representative for purposes of executing these Articles of Organization is Bruce A. Haught, 385 Highway 98 E, Suite 220, Destin, FL 32541.

ARTICLE VIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE IX
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE X
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the

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management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

ARTICLE XI
INITIAL CAPITAL CONTRIBUTION

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$158,000.00 in real property and no other property is being contributed to the Company at this time.

ARTICLE XII
ADDITIONAL CAPITAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all Members are as follows: No total additional contributions have been agreed to at the date of filing these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles on 12th day of February, 2003, as the authorized representative of the Member of the company identified above.

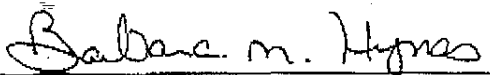
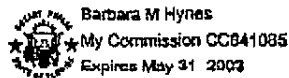
By: 

Bruce A. Haught

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 12th day of February, 2003, and who personally appeared Bruce A. Haught, who is personally known to me and did not take an oath.

IN WITNESS WHEREOF my hand and official seal in the State and County last aforesaid this 12th day of February, 2003.


NOTARY PUBLIC

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CERTIFICATE DESIGNATING OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED AGENT/OFFICE , IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LIGHTEN UP CHARTERS, L.L.C.
2. The name and address of the registered agent and offices is: Bruce A. Haught, 385 Highway 98 E, Suite 220, Destin, FL 32541.

Having been named as registered agent and to accept services 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.

Dated this the 12th day of February, 2003.

By: 
Bruce A. Haught, Registered Agent

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