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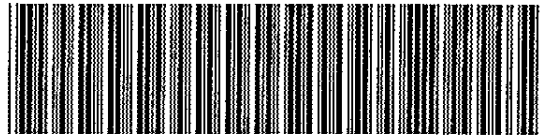
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03 APR 18 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Key West Boat & Yacht Care**

P.O. Box 1051  
Key West, Florida 33040

Paul A. D'Antoni  
James E. O'Meara

March 6, 2003

Secretary of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32399

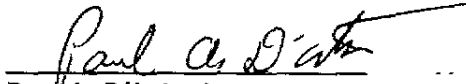
RE: Key West Boat & Yacht Care, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization and Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check payable to the Secretary of State in the amount of \$100.00 for the filing. Please forward any mailings to the Registered Agent at his address.

Should you have any questions, please contact me at your earliest convenience at 305.304.0489 or 305.923.4412.

Very truly yours,



Paul A. D'Antoni



James E. O'Meara

Enclosures as stated



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 25, 2003

PAUL A. D'ANTONI  
P.O. BOX 1051  
KEY WEST, FL 33040

SUBJECT: KEY WEST BOAT & YACHT CARE, L.L.C.  
Ref. Number: W03000008561

We have received your document for KEY WEST BOAT & YACHT CARE, L.L.C. and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$25.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 203A00018148

**ARTICLES OF ORGANIZATION**

**OF**

**KEY WEST BOAT & YACHT CARE, L.L.C.**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. Sec. 608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED COMPANY**

In accordance with Fla. Stat. Sec. 608.406, the limited company's name shall be "KEY WEST BOAT & YACHT CARE, L.L.C."

**ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY**

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. Sec. 608.409(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address

Street Address

P.O. Box 1051  
Key West, FL 33041

1613 Jamaica Drive  
Key West, FL 33040

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TALLAHASSEE FLORIDA

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#### ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 1613 Jamaica Drive, Key West, FL 33040. The name of the registered agent at such registered office is PAUL A. D'ANTONI, ESQ.

#### ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with formula prescribed in Article VIII hereof.

<u>Name of Manager</u>	<u>Address</u>
PAUL A. D'ANTONI, ESQ.	1613 Jamaica Drive, Key West, FL 33040
JAMES E. O'MEARA, ESQ.	P.O. Box 1051, Key West, FL 33041

#### ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is two hundred fifty (250) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units 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 is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

#### ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the care and maintenance of boats and yachts owned by other individuals giving written consent to do so.

#### ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by Co-Managers, PAUL A. D'ANTONI, ESQ. and JAMES E. O'MEARA, ESQ. during their joint lifetimes and no other persons or individuals shall have the right to so manage this limited liability company unless both PAUL A. D'ANTONI, ESQ. and JAMES E. O'MEARA, ESQ. resign, die, or voluntarily retire or consent in writing to a Successor Manager. Accordingly, this limited liability company is to be as Manager-managed company as set forth in Fla. Stat. Sec. 608.407(d) and shall be so co-managed by PAUL A. D'ANTONI, ESQ. and JAMES E. O'MEARA, ESQ. until both resign, die, retire, or consent to a Successor Manager. Upon both PAUL A. D'ANTONI, ESQ. and JAMES E. O'MEARA, ESQ.'s resignations, deaths, retirement or consent to a Successor Manager, whichever first occurs, in such event, a Successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this limited liability company. In accordance with the foregoing, the names and addresses of the Co-managers of this limited liability company are:

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Article of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed this Article of Organization on this 17<sup>TH</sup> day of MARCH, 2003.

KEY WEST BOAT & YACHT CARE, L.L.C.

BY: Paul A. D'Antoni  
PAUL A. D'ANTONI, ESQ.  
Member

BY: James E. O'Meara  
JAMES E. O'MEARA, ESQ.  
Member

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF MONROE                )

**BEFORE ME** personal appeared PAUL A. D'ANTONI, ESQ., the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the



person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>TH</sup> day of MARCH, 2003.



Laurie A. Freeing  
MY COMMISSION # CC939289 EXPIRES  
May 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Laurie A. Freeing  
Notary Public  
State of Florida at Large  
My Commission No. is:

My commission Expires:

**STATE OF FLORIDA** )  
 ) SS.  
**COUNTY OF MONROE** )

**BEFORE ME** personally appeared JAMES E. O'MEARA, ESQ. the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>TH</sup> day of MARCH, 2003.



Laurie A. Freeing  
MY COMMISSION # CC939289 EXPIRES  
May 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Laurie A. Freeing  
Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires:

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following  
is submitted:

That KEY WEST BOAT & YACHT CARE, L.L.C. desiring to organize or qualify  
under the laws of the State of Florida as a limited liability company with its principal  
place of business in the City of Key West, State of Florida, has named PAUL A.  
D'ANTONI, ESQ. located at 1613 Jamaica Drive, Key West, Florida 33040, as its agent to  
accept service of process.

Signature: James E. O'Meara  
JAMES E. O'MEARA, ESQ.

Title: Member

Date: 17 March 2003

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida limited liability company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

Paul A. D'Antoni  
PAUL A. D'ANTONI, ESQ.

3-10-03  
DATE