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LIMITED LIABILITY COMPANY

black sheep charters of key west, l.l.c.

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**ARTICLES OF ORGANIZATION
FOR**

BLACK SHEEP CHARTERS OF KEY WEST, L.L.C.

A Florida Limited Liability Company

The undersigned, desiring to form a Limited Liability Company under and pursuant to the Florida Statutes, Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

ARTICLE I – Name:

The name of the Limited Liability Company shall be Black Sheep Charters of Key West, L.L.C. (hereinafter referred to as the "Company").

ARTICLE II – Address:

The mailing address and street address of the principal office for this Company are:

(A) Mailing Address:
7621 S.W. 87th Avenue
Miami, Florida 33173

(B) Street Address:
Same as above

ARTICLE III – Duration/Continuation

The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members. The Members have the right to continue the business of the Company upon the death, resignation, expulsion or bankruptcy of a Member or upon the occurrence of any other event which terminates the continued membership of a Member. However, the business of the Company shall only be continued by the unanimous written consent of all the remaining Members.

ARTICLE IV – Purposes

The Company shall be a single-purpose, single-asset entity. The sole purpose for which the Company is organized is to rent, lease or charter a 34 foot Sea Vee Boat for fishing.

ARTICLE V – Contributions to Capital

The total capital contributed to the Company by its Members is a 34 foot Sea Vee Boat. Each Member agrees to contribute their pro-rata portion or interest in the 34 foot Sea Vee to the Company.

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ARTICLE VI – Admission of Additional Members

Additional Members may be admitted only upon the unanimous written consent of all the Members of the Company, and on such terms and conditions as shall be determined by all of the Members.

ARTICLE VII – Management of the Company

The operation and activity of the Company shall be vested in and managed by a Managing Member. The name and address of the Managing Member is as follows:

DAVID T. NELSON
7621 S.W. 87TH AVENUE
MIAMI, FLORIDA 33173

ARTICLE VIII - Regulations of the Company

The power to adopt, alter, amend, or repeal the Articles of Organization for this Company shall be vested in the Members of the Company. Authority to make such changes shall be vested in the Members in proportion to their then-current interest in capital contribution, namely the 24 foot Sea Vee boat. The decision of the majority-in-interest Members shall be controlling.

ARTICLE IX – Organizers

The name and address of the Member executing these Articles of Organization is as follows:

DAVID T. NELSON
7621 SW 87TH AVENUE
MIAMI, FLORIDA 33173

ARTICLE X - Contracting Debt

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the written consent of all Members of this Company.

ARTICLE XI – Transferability of Member's Interest

No Member shall have the right to assign their membership interest in the Company without the written consent of all of the Members. If the assignment is not approved by all of the Members, the assignee shall have no right to become a Member, or exercise any of the rights or powers of a Member. The assignee shall only be entitled to receive the share of profits or other compensation or distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE XII - Withdrawal or Reduction of a Member's Contributions to Capital

A Member shall be entitled to the withdrawal and/or return of his contribution to the Company in the manner determined by the majority of the Members.

ARTICLE XIII – Effective Date

Pursuant to Section 608.409 the effective date of this Company shall be the date these Articles are filed with the Secretary of State.

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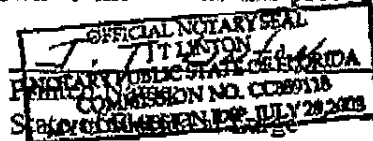
IN WITNESS WHEREOF, the Undersigned has set his hand and seal this ___ day of April, 2003.


DAVID T. NELSON

In accordance with Section 608.408(3) of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 25 day of April, 2003, by DAVID T. NELSON who is personally known to me or who has produced his Florida drivers license as identification.



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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

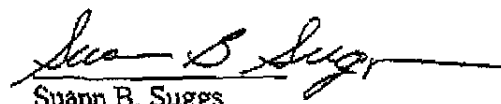
In compliance with Florida Statutes Section 608.415 the following is submitted:

BLACK SHEEP CHARTERS OF KEY WEST, L.L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 7621 S.W. 87th Avenue, Miami, Florida 33173, as its Registered Office and has named Suann B. Suggs, located at said address, as its Registered Agent.

BLACK SHEEP CHARTERS OF KEY WEST, L.L.C.

By: 
DAVID T. NELSON
member

Having been named as Registered Agent to accept service of process for **BLACK SHEEP CHARTERS OF KEY WEST, L.L.C.**, 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, F.S.


Suann B. Suggs
April 25 2003

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Articles of Organization
Black Sheep Charters of Key West, L.L.C.
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