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LIMITED LIABILITY AMENDMENT

SPORTOFINO CHARTERS, LIMITED LIABILITY COMPANY

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FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF PORTOFINO CHARTERS, LIMITED LIABILITY COMPANY

THIS IS TO CERTIFY THAT:

- This First Amendment to Articles of Organization amends the Articles of Organization of Portofino Charters, Limited Liability Company (the "Company"),
- The Articles of Organization were filed with the Florida Department of State on May 19, 2003, and is identified as Document Number L03000017899.
- Article II of the Articles of Organization is hereby amended by deleting the existing Article IV and replacing it with the following:

ARTICLE II

The mailing address and street address of the principal office of the Company is 316 South Baylen Street, Pensacola, Florida, 32502.

Article IV of the Articles of Organization Is hereby amended by deleting the existing Article IV and replacing it with the following:

ARTICLE IV

The Limited Liability Company is to be managed by its Manager, as determined from time to time by said members, in accordance with the operating agreement adopted by said members.

Article V of the Articles of Organization is hereby amended by deleting the existing Article V and replacing it with the following:

ARTICLE V

The street address of the registered office of this Limited Liability Company in the State of Florida is as follows: Phillip C. Morris, 316 South Baylen Street, Pensacola, Florida 32502.

IN WITNESS WHEREOF, this First Amendment to Articles of Organization has been duly executed and is being filed in accordance with Section 608.411 F.S., this // day of April, 2004.

Gerald L. Brown Emmanuel, Sheppard & Condon 30 S. Spring Street Pensacola, FL 32502 (850) 433-6581

PHILLIP C. MORRIS, Manager

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