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From:

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Phone : (850) 650-4747
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

Rather Be Diving, L.L.C.

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
RATHER BE DIVING, 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 RATHER BE DIVING, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of real estate development, together with conducting any and all other 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 the mailing address of the limited liability company is 1441 Baytowne Circle, Destin, Florida 32550.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich.

Prepared by Kevin M. Helmich, Esq.
P.O. Box 5459
Destin, Florida 32541
(850) 650-4747

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TALLAHASSEE, FLORIDA

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ARTICLE VI
MANAGEMENT

The management will consist of two (2) managers. The names and addresses of the initial managers of the limited liability company are as follows:

Bradley Scott Smith
1441 Haytowne Circle
Destin, Florida 32550

Robert A. Glaze, Jr.
1220 Deerwood Drive
Destin, Florida 32550

Management shall be by all persons above named.

ARTICLE VII
QUORUM

A quorum of the managers consists of a majority of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

The unanimous consent of the managers shall be required to buy, sell or encumber real property. Except as otherwise specifically provided in these Articles of Organization, all other management action shall require the action of at least one (1) manager, and shall not require a majority.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the managers.

ARTICLE X
MANAGEMENT MEETINGS

No action outside of the ordinary course of business by management can be taken without a meeting of the managers or the unanimous written consent of the managers. All regularly scheduled management meetings must be preceded by at least two days notice of meeting, setting forth the date, time, place and purposed of the meeting unless all managers waive such notice in writing.

Prepared by Kevin M. Itel nich, Esq.
P.O. Box 349
Destin, Florida 32541
(850) 650-4717

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AT TALLAHASSEE

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ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

ARTICLE XII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Bradley Scott Smith
1441 Baytowne Circle
Destin, Florida 32550

Robert A. Glaze, Jr.
1220 Deerwood Drive
Destin, Florida 32550

ARTICLE XIII
ADDITIONAL MEMBERS

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

ARTICLE XIV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XV
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVI
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.

Prepared by Kevin M. Helmer, Esq.
P.O. Box 5493
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ARTICLE XVII
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 management.

ARTICLE XVIII
REDEMPTION OF INTEREST

Should any member decide to resign from the company, and desires to sell his, her, or its entire interest in the company, that member shall first offer the interest to the remaining members of the company.

ARTICLE XIX
AMENDMENT OF REGULATIONS

The power to amend the Regulations is reserved exclusively to the unanimous vote of the members

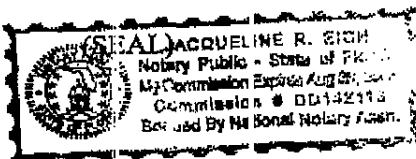
IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this 23rd day of May, 2003, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.


BRADLEY SCOTT SMITH,
Organizer

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23 day of May, 2003 and who personally appeared BRADLEY SCOTT SMITH, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23 day of May, 2003.




NOTARY PUBLIC

Prepared by Kevin M. Helrich, Esq.
P.O. Box 549
Destin, Florida 32541
(850) 650-4777

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

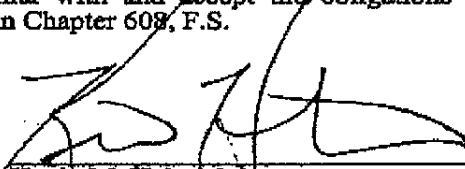
Pursuant to Section 608.415, Florida Statutes, the following is submitted: RATHER BE DIVING, L.L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 1441 Baytowne Circle, Destin, Florida 32550, has named Kevin M. Helmich as its agent to accept service of process within the State of Florida, whose address is 4411 Legendary Drive, Suite 200, Destin, Florida 32541.


BRADLEY SCOTT SMITH,
Organizer

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named as registered agent and to accept service of process for the above named limited liability company, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative 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.


Dated this the 27th day of May, 2003.


Kevin M. Helmich,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 27th day of May, 2003, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

27th WITNESS my hand and official seal in the State and County last aforesaid this day of May, 2003.

 Charlene Chang
My Commission DD039402
Expires July 04, 2005


NOTARY PUBLIC

Prepared by Kevin M. Helmich, Esq.
P.O. Box 5497
Destin, Florida 32541
(850) 650-4777

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AND
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SECRETARY OF STATE
TAMM ANASSETT, FIDELITY