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03 SEP 29 PM 12:11
TALLAHASSEE, FL 32301

Joseph D. Williams
4823 Shell Stream Boulevard
New Port Richey, Florida 34652
(727) 243 - 3043

September 8, 2003

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

RE: Articles of Organization of Innovative Reef Solutions, L.L.C.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Organization of the above-referenced limited liability company. Please file these Articles and return one file-stamp copy to this office.

Additionally, enclosed is a check made payable to the Florida Secretary of State in the amount of \$125.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Joseph D. Williams

Enclosures

ARTICLES OF ORGANIZATION
OF
INNOVATIVE REEF SOLUTIONS,
L.L.C.

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is **INNOVATIVE REEF SOLUTIONS, L.L.C.**

ARTICLE II
COMMENCEMENT OF EXISTENCE

AND DURATION

The existence of this Limited Liability Company shall commence on the date of the filing of these Articles of Organization, and it shall thereafter exist for a period of thirty (30) years from such date. This Limited Liability Company may be terminated prior to the expiration of said thirty (30) years, as provided in Article XIV of these Articles of Organization or the Limited Liability Company's Regulations.

ARTICLE IV
MAILING ADDRESS AND

PRINCIPAL OFFICE

The principal place of business of this Limited Liability Company shall be:

4823 Shell Stream Blvd.
New Port Richey, Florida 34652

and such other place or places as the members may from time to time determine.

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ARTICLE V
REGISTERED AGENT

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

Joseph D. Williams
4823 Shell Stream Blvd.
New Port Richey, Florida 34652

ARTICLE IX
REGULATIONS

The Members of this Limited Liability Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Limited Liability Company as decided by majority vote. Such Regulations may be contained in and be part of an Operating Agreement and designated as such.

ARTICLE X
MANAGEMENT OF BUSINESS

The management of this Limited Liability Company shall be vested in the members. The conduct of this Limited Liability Company, pursuant to specific rules regarding rights and duties of Members enumerated in the Regulations or Operating Agreement of this Limited Liability Company, shall remain vested in the Members.

ARTICLE XI
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

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MEMBERS' INTEREST

**ARTICLE XII
TRANSFERABILITY OF**

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company.

**ARTICLE XIII
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

**ARTICLE XIV
WITHDRAWAL, RETIREMENT,
DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Limited Liability Company shall cease and terminate its existence; unless the Members unanimously elect to continue in business pursuant to the applicable provisions of the Regulations or Operating Agreement.

**ARTICLE XV
AMENDMENTS**

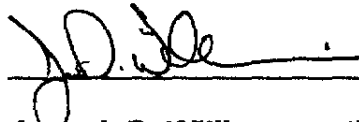
These Articles, except with respect to the vested rights of the Members, may be amended from time to time by a majority of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State. All Members of the Limited Liability Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 8th day of August, 2003.

agent



Joseph D. Williams, authorized

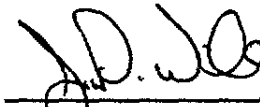
OF

CERTIFICATE OF ACCEPTANCE

REGISTERED AGENT UPON

WHOM PROCESS MAY BE SERVED

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Joseph D. Williams

Date: September 8, 2003

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