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From:

Account Name : HUMPHREY & KNOTT, P.A.
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LIMITED LIABILITY COMPANY

Blue Ocean Adventures, L.L.C.

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ARTICLES OF ORGANIZATION
OF
BLUE OCEAN ADVENTURES, L.L.C.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Blue Ocean Adventures, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 8742 Crest Lane, Fort Myers, FL 33907.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the Company in the State of Florida is George H. Knott, Esq., Knott, Consoer, Ebelini, Hart & Swett, P.A., 1625 Hendry Street, Third Floor, Fort Myers, Florida 33901.

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ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the amounts set forth below beside their respective names:

<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Brian Buesing	\$100.00	49%
Boatworx.com, Inc.	\$100.00	51%

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as expressly provided for in the Regulations of the Company, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members. A member may transfer the member's interest in the Company only as set forth in the Regulations of the Company, but the transferee, except as is expressly provided for in the Regulations of the Company, shall have no right to participate in the management and affairs of the company or become a member unless all of the other members of the company, other than the member proposing to dispose of an interest, approve of the proposed transfer, by unanimous written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE IX - MANAGEMENT


The limited liability company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

<u>Name</u>	<u>Address of Member</u>
Brian Buesing	8742 Crest Lane Fort Myers, FL 33907
Steve S. Taylor	8742 Crest Lane Fort Myers, FL 33907

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IN WITNESS WHEREOF, we have signed these Articles of Organization and
acknowledge them to be our act this 15 day of October, 2003.



Brian Buesing, Manager



Steve S. Taylor, Manager

APPROVED
AND
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Blue Ocean Adventures, L.L.C. at the place designated in the Articles of Organization, George H. Knott, Esq., Knott, Consoer, Ebelini, Hart & Swett, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: October 15, 2003


George H. Knott, Esq.

AND
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