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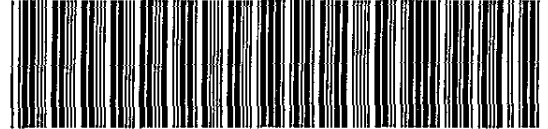
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TALLAHASSEE, FLORIDA

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JAMES R. LEONE
Attorney at Law
P.O. Box 755
New Smyrna Beach, FL 32170-0755
3188 Oak Lane
Edgewater, FL 32132
Telephone (386) 478-1743
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November 24, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: ACOSTA HISTORICAL BOATS LLC
Different Effective Time and Date: Not Applicable

Dear Sir or Madam:

ENCLOSED are the Articles of Organization (original and copy) for the above referenced limited liability company. Also **ENCLOSED** are the fees for (A) filing (\$100) and (B) certification (\$30) of the Articles and the return of a certified copy to me together with a Certificate of Filing (FSS 608.452). **ENCLOSED** is a return envelope, postpaid

The effective time and date of the Articles, if different from the filing date, is indicated above, and is specified in the Articles themselves.

If you need further information, please contact this firm at (386) 478-1743, fax (386) 478-1744, e-mail jrloneattorney@yahoo.com.

Please expedite return of the certified Articles. Thank you.

Yours Very Truly,

JAMES R. LEONE

ENCLOSURES:

Articles of Organization (original and copy)
Fee Payment (\$130)
Return Envelope, postpaid

New Elements And Derivatives Copyright 1995 – 2003:

JAMES R. LEONE

Attorney at Law

P.O. Box 755

New Smyrna Beach, FL 32170-0755

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ARTICLES OF ORGANIZATION

of

ACOSTA HISTORICAL BOATS LLC

a limited liability company formed under
Florida Statutes Chapter 608,
The Florida Limited Liability Company Act

ARTICLE I – NAME

The name of this limited liability company is:

ACOSTA HISTORICAL BOATS LLC

ARTICLE II – PRINCIPAL OFFICE STREET AND MAILING ADDRESS

The street address of the initial principal office and, if different, the mailing address of the limited liability company, is as follows:

Street Address: 1190 Turnbull Bay Road
New Smyrna Beach, Florida 32168

Mailing Address: P.O. Box 1141
New Smyrna Beach Florida 32170-1141

ARTICLE III – REGISTERED AGENT APPOINTMENT AND OFFICE

The name of the registered agent of the limited liability company at the registered office of the limited liability company shall be:

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TALLAHASSEE, FLORIDA

JOHN ACOSTA

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Section 608.415, is enclosed with this appointment.

The street address of the registered office of the limited liability company shall be:

1190 Turnbull Bay Road
New Smyrna Beach, Florida 32168

(386) 314-6286

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TALLAHASSEE, FLORIDA

ARTICLE IV – EFFECTIVE COMMENCEMENT DATE

The limited liability company shall commence at the time and on the date of filing of these Articles, unless

(A) these Articles are filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or

(B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case such later date shall be the effective date.

Any such different commencement date and time shall be:

Date: NOT APPLICABLE

Time: NOT APPLICABLE

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

ARTICLE V – AMENDMENT

5A. General Amendment Provision. The limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or the Operating Agreement, or in any amendment, and all rights conferred upon the members and managers are subject to this reservation. See “**Operating Agreement May Define And Clarify Articles Provisions**”, **Section 5C and Article VII - Operating Agreement**, herein.

5B. Amendment Of Articles Or Operating Agreement For Supermajority Quorum Or Vote Requirement; Delayed Indirect Repeal Of This Provision. Any provision of these Articles of Organization or the Operating Agreement requiring more than a majority quorum or vote of managers or members may be adopted and may be amended or repealed, in each case, only by the percentage vote specified in such provision, so long as this requirement is in effect in this form. This requirement shall remain in effect in this form (A) until amended or repealed by unanimous vote(s),

unless it will remain in this form as follows, (B) for six (6) months after the taking of a majority members vote or the giving of all the necessary signatures on a majority members consent, pursuant to which vote or consent this requirement is to be repealed or amended or replaced directly or indirectly in any fashion, nonexclusively including by merger with, or by sale of assets to, an affiliated or commonly controlled or third party independent person or other entity, effectively lowering or permitting lowering the vote so required.

5C. Operating Agreement May Define And Clarify Articles Provisions.

To the extent permitted by Florida Statutes Section 608.402 "Definitions" and its Subsection (24) "Operating Agreement", 608.423 "Limited liability company operating agreement; nonwaivable provisions", or otherwise, the Operating Agreement of the limited liability company may define and clarify any provisions contained herein relating to management and regulation of the affairs of the limited liability company, and setting forth the relationships of the members, managers, and limited liability company. See **Article VII – Operating Agreement** herein.

ARTICLE VI – PURPOSE AND BUSINESS

The limited liability company is organized for the purpose of transacting any and all lawful business for which a limited liability company may be incorporated under Florida Statutes Chapter 608 (including Section 608.403 "Purpose"), provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

ARTICLE VII – OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the limited liability company's Operating Agreement shall be vested in the members and may be delegated to one or more managers, except as otherwise provided by law. However, the members, in amending or repealing the Operating Agreement generally or a particular Operating Agreement provision, may provide expressly that the manager(s) may not (or that only the members may) amend or repeal the Operating Agreement or that particular Operating Agreement provision. See **Article V - Amendment**, herein.

ARTICLE VIII – MANAGEMENT

The limited liability company shall be a manager managed company, managed by one or more managers who need not be members, as provided in Florida Statutes Chapter 608, except as and until the members otherwise determine.

SIGNATURE OF AUTHORIZED REPRESENTATIVE

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Organization as of
November 24, 2003.


JOHN ACOSTA

1190 Turnbull Bay Road
New Smyrna Beach, Florida 32168
P.O. Box 1141
New Smyrna Beach Florida 32170-1141
(386) 314-6286

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes Sections 608.415 I hereby accept appointment as a registered agent of the limited liability company and will accept and forward to the last known manager or managing member, or if none then to all members, service of process in legal proceedings as to the limited liability company, received at the registered office stated herein. I am familiar with and I accept the obligations of that position, including as provided in Florida Statutes Chapter 608. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated as of November 24, 2003.


JOHN ACOSTA

Agent For Service

- END OF ARTICLES -