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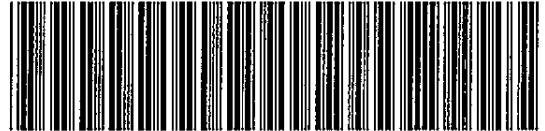
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Reel Happy Charters

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✓ ____ L.C. File _____
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____ Art. of Amend. File _____
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____ Officer Search _____
____ Fictitious Search _____
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____ UCC 1 or 3 File _____
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**ARTICLES OF ORGANIZATION
OF
REEL HAPPY CHARTERS, L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I. NAME

The name of the limited liability company (hereinafter the "Company") shall be REEL HAPPY CHARTERS, L.L.C..

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is 366 Blackbeard Road, Little Torch Key, Florida 33042, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III. REGISTERED AGENT

The name and the Florida street address of the initial registered agent are:
William N. DeVane, Jr., 5701 Overseas Highway, Suite 12, Marathon, Florida 33050.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Reel Happy Charters, L.L.C. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Executed by the undersigned on this 5th day of December, 2003.


JEFFREY L. MARLAND, Member

**STATEMENT OF REGISTERED AGENT FOR
REEL HAPPY CHARTERS, L.L.C**

STATE OF FLORIDA
COUNTY OF MONROE

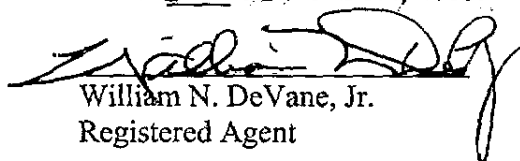
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **REEL HAPPY CHARTERS, L.L.C.**

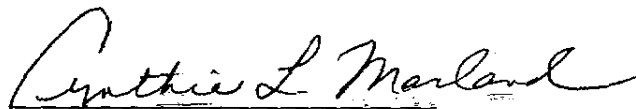
The name of the registered agent for REEL HAPPY CHARTERS, L.L.C. is **William N. DeVane, Jr., Esq.** and the street address where the agent is located is **5701 Overseas Highway, Suite 12, Marathon, Florida 33050.**

This statement is to acknowledge that, as indicated above, **REEL HAPPY CHARTERS, L.L.C.**, has appointed me, **William N. DeVane, Jr.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th of December, 2003.


William N. DeVane, Jr.
Registered Agent

The foregoing instrument was acknowledged before me this 5th day of December, 2003, by William N. DeVane, Jr., agent on behalf of REEL HAPPY CHARTERS, L.L.C., a limited liability company. He is personally known to me.


Cynthia L. Marland
Notary Public, State of Florida

