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KIRK FRIEDLAND

Attorney at Law

505 South Flagler Drive, Suite 1330 West Palm Beach, Florida 33401

> Telephone: (561) 655-8200 Fax: (561) 655-1389 E-Mail: kirklaw@gate.net

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Choice Charters, LLC

Dear Madam or Sir:

January 7, 2004

I have enclosed the original and one copy of the above Articles of Organization along with a check in the amount of \$125.00 for the filing of Choice Charters, LLC..

If you have any problems or questions please contact me at the above number. Thanking you for your assistance in this matter, I am

Kirk Friedland

KF/lb Enclosure PH 1: 25

ARTICLES OF ORGANIZATION OF CHOICE CHARTERS, LLC

The undersigned, for the purpose 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 CHOICE CHARTERS, LLC, ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 4623 Forest Hill Boulevard, Suite 113, West Palm Beach, FL 33415.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Robert W. Higgins, 4623 Forest Hill Boulevard, Suite 113, West Palm ≨8 Beach, FL 33415.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the initial capital of the company the sum of \$50.00. \blacksquare

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the member of the company is:

ROBERT W. HIGGINS 4623 Forest Hill Boulevard, Suite 113 West Palm Beach, FL 33415

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at West Palm Beach, Florida, on this $\underline{24}$ day of \underline{DEC} , 2003.

Robert W. Higgins

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of December 2003 by Robert W. Higgins, who is personally known to me or who has produced his driver's license as identification.

Notary Public / Barbara J Smith My Commission expires: 10/21/67

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

In pursuance of Chapter 48.091, Florida Statutes, CHOICE CHARTERS, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named as its agent to accept service of process within this State:

Robert W. Higgins 4623 Forest Hill Blvd., Ste. 113 West Palm Beach, FL 33415

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of law of the State of Florida relative to keeping open said office.

Dated: December 24, 2003

Robert W. Higgins

SECRETARY OF STATE DIVISION OF CORPORATIONS