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(Address)

(Address)

(City/State/Zip/Phone #)

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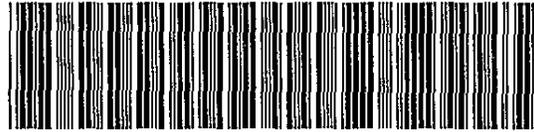
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KEY DIVES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Attn: Debbie Boyce
(Name of Person)

HERSHOFF & LUPINO, LLP
(Firm/Company)

90130 Old Highway
(Address)

Tavernier, Florida 33070
(City/State and Zip Code)

For further information concerning this matter, please call:

Attn: Debbie Boyce at (305) 852-8440
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

KEY DIVES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Bud N' Mary's Dive Center

79851 Overseas Highway

Islamorada, Florida 33036

Mailing Address:

Bud N. Mary's Dive Center

79851 Overseas Highway

Islamorada, Florida 33036

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

James S. Lupino / HERSHOFF & LUPINO, LLP

Name

90130 Old Highway

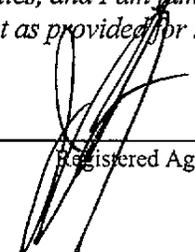
Florida street address (P.O. Box NOT acceptable)

Tavernier

FLORIDA 33070

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, Florida Statutes..



Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Marcia J. Goldberg
Dive BVI - Virgin Gorda Yacht Harbour
Virgin Gorda, British Virgin Islands

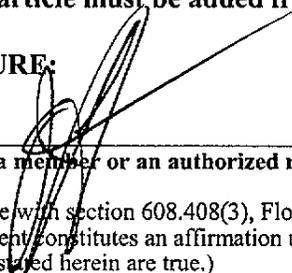
MGR

Michael I. Goldberg
Dive BVI - Virgin Gorda Yacht Harbour
Virgin Gorda, British Virgin Islands

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James S. Lupino

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)