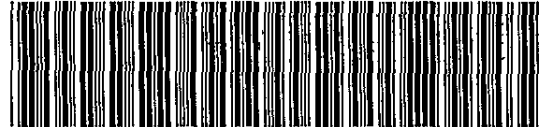


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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

FILED

SUBJECT: Rock Harbor Charters
(Name of Limited Liability Company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Robert F. Thomas / KRISTIE S. Peter
(Name of Person)
Rock Harbor Charters
(Firm Company)
104 Coral Way
(Address)
Key Largo FL 33037
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Thomas at (305) 852 1791
(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**

FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

Rock Harbor Charters LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

Principal Office Address:

104 Coral Way
Key Largo FL
33037

Mailing Address:

P.O. Box 8527
104 Coral Way
Key Largo, FL 33037

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

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

Robert F. Thomas
Name
104 Coral Way
Florida street address (P.O. Box **NOT** acceptable)
Key Largo FLORIDA 33037
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..

Robert F. Thomas
Registered Agent's Signature

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

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

FILED

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGR/ Pres / CEO

Robert F. Thomas

104 Coral Way

Key Largo, FL 33039

MGR/ V.P. / Sec.

Kristie Peterson

104 Coral Way

Key Largo, FL 33039

(Use attachment if necessary)

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

REQUIRED SIGNATURE:

Robert F. Thomas

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.)

Robert F. Thomas

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)