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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY**r & r boatworks, L.L.C.**

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ARTICLES OF ORGANIZATION

OF

R & R BOATWORKS, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be R & R Boatworks, L.L.C.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose for which this Company is organized is to build and sell boats, or to transact such other business as the Members may agree.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 102 N.E. 2nd Street, #180, Boca Raton, Florida 33432.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Jeffrey N. Marks, Esq. whose address is Marks and Associates, P.A., 1815 Griffin Road, Suite 200, Dania, Florida 33004.

Prepared By:
Melissa K. Rashbaum, Esq.
1815 Griffin Road, Suite 200
Dania, FL 33004
954-342-8484
Florida Bar Number 0059854

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ARTICLE VI

No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to the members. The initial managing members are Stephen C. Roy and Matthew C. Roy, both of whose address is 102 N.E. 2nd Street, #180, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned, being a member of the above-named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 12 day of May, 2004.


Stephen C. Roy, member

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Falm Beach
The foregoing Articles of Organization was acknowledged to me this 12 day of May 2004, by Stephen C. Roy, who is personally known to me and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public, State of Florida

My Commission Expires:



Amy H. Jankowski
My Commission ID0188062
Expires March 30, 2007

TOTAL P.04

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

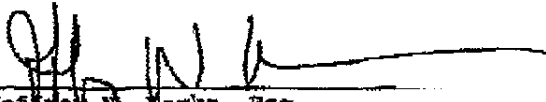
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 608.407 and Section 485.091, Florida

Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: R & R Boatworks, L.L.C.
2. The name and address of the registered agent and office is: Jeffrey N. Marks, Esq., Marks and Associates, P.A., 1815 Griffin Road, Suite 200, Dania, Florida 33004.


Jeffrey N. Marks, Esq.,
Registered Agent 5/14/04

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.


Jeffrey N. Marks, Esq.,
Registered Agent 5/14/04

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