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Robert C. Wiegand, Esq.
12774 Hunt Club Road North
Jacksonville, FL 32224
(904) 607-6001

February 8, 2005

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

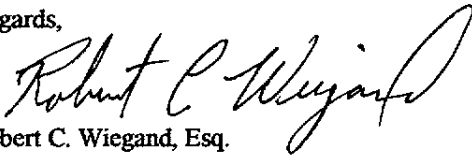
RE: Articles of Organization, Domestic Limited Liability Company
AD ASTRA FISHING CHARTERS, LLC

Dear Sir or Madam:

Enclosed for your processing is a check for \$125 and the necessary documents to organize a Limited Liability Company named AD ASTRA FISHING CHARTERS, LLC

Should you have any questions, I can be reached at the address and phone number listed above. Thank you in advance for your assistance.

Regards,



Robert C. Wiegand, Esq.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
AD ASTRA FISHING 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 AD ASTRA FISHING CHARTERS, LLC.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company shall be AD ASTRA FISHING CHARTERS, LLC, 98 Lake Drive, Palm Beach Shores, FL 33404.

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 sooner terminated as provided in the operating agreement of the Company.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Robert C. Wiegand, Esq. at 12774 Hunt Club Road North, Jacksonville, FL 32224.

ARTICLE V – SPECIFIC PURPOSE

The specific purpose for which this Company has been organized is deep sea fishing charters. The Company shall also be authorized to carry on any business lawfully permitted by the Florida Limited Liability Company Act.

ARTICLE VI – ADMISSION OF NEW MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the Operating Agreement of this Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VII – BUSINESS CONTINUATION

The remaining Members of this Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in this Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

ARTICLE VIII – MANAGEMENT BY MEMBERS

The Company shall be managed by the members in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of member has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned on the 8th day of February, 2005.

By: _____

Robert C. Wiegand

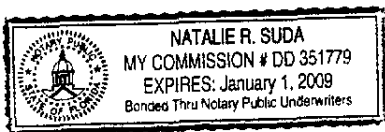
Authorized Representative of Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me
this 8th day of February, 2005.

Natalie R. Suda
Natalie R. Suda [name]
Notary Public, State of Florida

My Commission Expires: 01/01/2009



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Under the provisions of F.S. 608.415 or 608.507, AD ASTRA FISHING CHARTERS, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is AD ASTRA FISHING CHARTERS, LLC.
2. The name and street address of the registered agent in Florida is:

Robert C. Wiegand, Esq.
12774 Hunt Club Road North
Jacksonville, FL 32224

The undersigned, being the person named in the Articles of Organization of AD ASTRA FISHING CHARTERS, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligation of the position of registered agent.

DATED this 9th day of February, 2005.

ROBERT C. WIEGAND, ESQ.

By: Robert C. Wiegand
Robert C. Wiegand

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JACKSONVILLE, FLORIDA