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Florida Department of State

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LIMITED LIABILITY COMPANY

navyfleet, llc

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Articles of Organization of Navyfleet, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Limited Liability Company Act (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is Navyfleet, LLC (hereinafter referred to as the "Company").

2. Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

3. Units of Equity Ownership

a. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units that the Company is authorized to have outstanding is 1,000 units, all of which shall be identical units.

b. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

c. Restrictions on Disposition of Units. Except as provided in the Operating Agreement, no Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

d. Limit on Number of Members. All of the Company's issued units shall be held of record by not more than thirty-five persons.

e. No Public Offering of Units. The Company shall make no public offering of any of its units which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

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f. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

g. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

4. Address of Place of Business.

The mailing address for the Company is 224 Commercial Boulevard, Suite 310, Lauderdale-by-the-Sea, FL 33308, and the street address of the place of business for the Company is 224 Commercial Boulevard, Suite 310, Lauderdale-by-the-Sea, FL 33308. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is MARY F. ANDERSON, and the initial registered office is located at 224 Commercial Boulevard, Suite 310, Lauderdale-by-the-Sea, FL 33308.

6. Purpose and Power

The Company shall be formed for the purpose of acquiring real estate, and for any other lawful purposes. The Company shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

7. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

8. Members.

The Company shall have at least one member and may admit additional members on the prior written agreement of a majority-in-interest of the then-existing members, or as otherwise provided in the Operating Agreement.

9. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

10. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a *majority interest* in the Company.

As set forth in the Operating Agreement, the Members may delegate the day to day management of the Company to designated officers and/or directors, holding corporate titles such as president, vice president, secretary and treasurer, who shall have authority normally associated with these positions under Corporate Law.

11. Real Estate and Loan Documents

All conveyances and mortgages of and leases relating to real property and all promissory notes, mortgages, security agreements and other documents pertaining to loans made by the Company shall be executed by a Member-Manager (President or Vice President), and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager (President or Vice President).

12. Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

13. Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

14. Informal Action Of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Managers of the Company as part of its records).

15. Limitation on Agency Authority of Members

Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 11 day of April 2005.

Mary E. Anderson
Signature of Authorized Representative/Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on April 11, 2005, by MARY E. ANDERSON, as a member of Navysfleet, LLC, who ☒ is personally known to me or () produced N/A as identification.

Shila M. Nieves
Notary Public — State of Florida
Print Name:

(Seal)

SHILA M. NIEVES
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00023086
EXPIRES 5/31/2005
BONDED THRU 1-598-NOTARY1

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mary 2 Anderson

Signature of Registered Agent

MARY F. ANDERSON

Typed or printed name of signee

9-20-05 10:00 AM

FILED
05 JUN 12 07:47
TALLAHASSEE, FLORIDA

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