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(Requestor's Name)

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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES

 FULLER  
HOLSONBACK  
BIVINS & MALLOY  
ATTORNEYS AND COUNSELORS AT LAW

400 N. ASHLEY DRIVE, SUITE 1500  
TAMPA, FL 33602

TELEPHONE (813) 229-9119  
FACSIMILE (813) 229-3415

April 26, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Subsea, LLC

Gentlemen:

I enclose for filing the original and one copy of the Articles of Organization and Certificate Designating Registered Agent for the above-referenced corporation. I also enclose our firm check in the amount of \$155.00, made payable to the Florida Department of State for the filing fee and a certified copy of the enclosed documents.

Please promptly file the original Articles of Organization and Certificate Designating Registered Agent, certify the enclosed copy of the foregoing documents, and return the certified copy to me. If you have any questions regarding this matter, please telephone me.

Very truly yours,

  
Jeffery M. Fuller

JMF\lb  
Enclosures

cc: B. Van Rompay

lb\VanRompay\State.ltr

**ARTICLES OF ORGANIZATION**

**OF**

**SUBSEA, LLC**

The undersigned, acting as the authorized representative of a member of Subsea, LLC and pursuant to section 608.407 of the Florida Limited Liability Company Act, executes the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company (the "Company") is:

Subsea, LLC

**ARTICLE II. MAILING AND STREET ADDRESS  
OF PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is 307 Spottiswoode Court, Clearwater, Florida 33756.

**ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of the Company's initial registered agent for service of process at that address is Jeffery M. Fuller.

**ARTICLE IV. MANAGEMENT OF COMPANY**

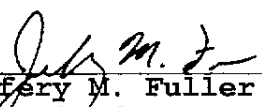
The Company shall be a manager-managed company. The name and address of the initial manager are as follows:

| <u>Name</u>     | <u>Address</u>                                      |
|-----------------|-----------------------------------------------------|
| Boud Van Rompay | 307 Spottiswoode Court<br>Clearwater, Florida 33756 |

ARTICLE V. AMENDMENT OF ARTICLES OF ORGANIZATION

The Articles of Organization of the Company may be amended by a vote of a Majority-in-Interest of the Members (as that term is defined in the Operating Agreement of the Company).

Executed: April 26, 2005.

  
\_\_\_\_\_  
Jeffery M. Fuller  
Authorized Representative of  
Bond Van Rompay, Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

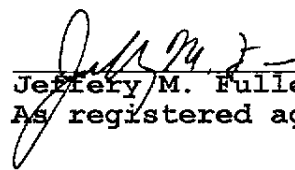
CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted to designate a registered office and registered agent in the State of Florida:

That Subsea, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, has named Jeffer M. Fuller as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for Subsea, LLC 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.

Executed: April 26, 2005

  
Jeffer M. Fuller  
As registered agent

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TALLAHASSEE, FLORIDA