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(Requestor's Name)

SLD

ARNSTEIN & LEHR LLP
515 NORTH FLAGLER DRIVE • SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323

(City/State/Zip/Phone #)

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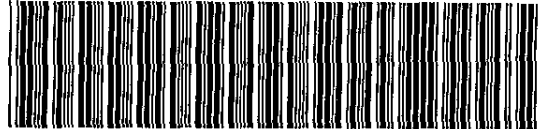
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TALLAHASSEE, FLORIDA

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LAW OFFICES
ARNSTEIN & LEHR LLP

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Steven L. Daniels
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MEMBER OF INTERNATIONAL
LAWYERS NETWORK

May 18, 2005

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Twocan Charters, LLC

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Organization for the above-referenced company, and a check in the amount of \$130.00 representing the filing fee, the registered agent fee and the cost of a certificate of status for the Company. Please return the filed copy of the Articles and Certificate of Status to the undersigned in the stamped, self-addressed envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,


Steven L. Daniels

SLD/dk
Enclosures

cc: John Barrett

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TWOCAN 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 TWOCAN CHARTERS, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

c/o John Barrett
11731 Stonehaven Way
West Palm Beach, FL 33412

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization or the Regulations 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:

Steven L. Daniels, Esquire
Arnstein & Lehr LLP
515 North Flagler Drive, Sixth Floor
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

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ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

Each Member shall receive the number of ownership units as set forth in Exhibit "A" attached hereto. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the written consent of the Manager and on such terms and conditions as shall be determined by the Manager which shall not be unreasonably withheld. A Member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the Managing Member in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the Managing Member of the Company is:

John Barrett
11731 Stonehaven Way
West Palm Beach, FL 33412

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The amendment of these Articles of Organization shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Florida, on this 13th day of May, 2005.

TWOCAN CHARTERS, LLC,
a Florida limited liability company

By: John J. Barrett
John Barrett, Managing Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 13th day of MAY, 2005 by John Barrett, Managing Member of TWOCAN CHARTERS, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced as identification.



Manuel Noel
Notary Public
Commission No: DD0348962
Commission Expires: 11/4/08

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First -- That TWOCAN CHARTERS, LLC has named Steven L. Daniels, who is located at Arnstein & Lehr LLP, 515 North Flagler Drive, Sixth Floor, West Palm Beach, County of Palm Beach, State of Florida, 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Steven L. Daniels

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EXHIBIT A

MEMBER and ADDRESS:

John Barrett
11731 Stonehaven Way
West Palm Beach, FL 33412

UNITS:

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