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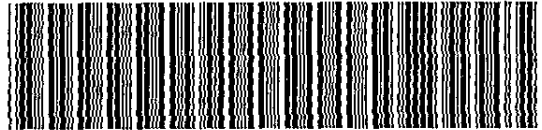
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Of Counsel

November 21, 2005

CERTIFIED MAIL #: 7004 1160 0001 2316 3166
RETURN RECEIPT REQUESTED

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

Re: Bluewater Moorings, LLC
OMS Online, LLC

Dear Sir/Madam:

Please find enclosed Certificates of Conversion and Articles of Organization for the above-referenced entities, along with our firm's checks in the amount of \$185.00 each for the requisite filing fees.

The filing fees for each entity are as follows:

1.	Articles of Organization:	\$100.00
2.	Registered Agent Designation:	\$ 25.00
3.	Certificate of Conversion:	\$ 25.00
4.	Certified Copy:	\$ 30.00
5.	Certificate of Status:	<u>\$ 5.00</u>
		\$185.00

GREEN SCHOENFELD & KYLE LLP

November 21, 2005

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Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bruce D. Green", with a stylized flourish at the end.

Bruce D. Green
For the Firm

BDG/sec

Enclosures

cc: Mr. Barry Shepherd (w/o encls.)

Ms. Yvonne Werline (w/encls.)

4197.001, .008

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:


FIRST: The name of the unincorporated business immediately prior to filing this document was:
OMS Online, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: July 29, 2003
- B. Jurisdiction: Nevada
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

OMS Online, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Barry Shepherd

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization

of

OMS Online, LLC

A Florida Limited Liability Company

1. **Name.** The name of this limited liability company is OMS Online, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 608, Florida Statutes.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. **Place of Business.** The mailing address and street address of the Company's principal office is 1217 Cape Coral Parkway East, Suite 345, Cape Coral, Florida 33904.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Bruce D. Green. The street address of the initial registered agent of the Company is 1520 Royal Palm Square Boulevard, Suite 320, Fort Myers, Florida 33919.

6. **Management of the Company.** The Company shall be managed by a manager or managers and is, therefore, a manager-managed company.

7. **Operating Agreement.** The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

8. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

9. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of November 21, 2005. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Bruce D. Green, Authorized Representative

Acceptance by Registered Agent

Having been named Registered Agent and designated to accept service of process for OMS Online, LLC, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Bruce D. Green, Registered Agent

Dated: November 21, 2005