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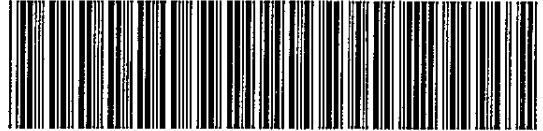
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TALLAHASSEE, FLORIDA

200603

**SMITH MACKINNON, PA**

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March 1, 2006

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: J.J. MARINE, LLC

Dear Sir/Madam:

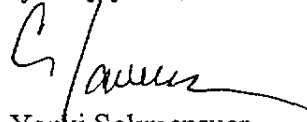
Please find enclosed the following documents relating to the above-referenced limited liability company:

1. Original Articles of Organization submitted for filing;
2. A check in the amount of \$155.00; and
3. One photocopy of the executed Articles of Organization.

Kindly file the enclosed documents as soon as possible and return to us one certified copy of the Articles of Organization. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

  
C. Yanki Sokmensuer

CYS:sjg  
Enclosures

ARTICLES OF ORGANIZATION  
OF  
J.J. MARINE, LLC,  
a Florida Limited Liability Company

ARTICLE I  
NAME

The name of this Limited Liability Company (this "Company") shall be **J.J. MARINE, LLC**, and its principal place of business and mailing address shall be c/o Boat Tree, Inc., 2202 33rd Street, Orlando, Florida 32839.

ARTICLE II  
COMMENCE OF CORPORATE EXISTENCE

This Company shall exist commencing upon the date of filing of these Articles of Organization with the State of Florida, Secretary of State.

ARTICLE III  
GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV  
CONTRIBUTIONS TO CAPITAL

The initial capital of the Company shall be One Hundred and no/100 Dollars (\$100.00), which shall be contributed by the members (the "Members") in accordance with their ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
BOAT TREE, INC.	60%
JEREL FOLTS	40%

No Member shall be entitled to receive interest on his or her contribution to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at C. Yanki Sokmensuer, Esquire, c/o SMITH MACKINNON, PA, 255 S. Orange Avenue, Suite 800, Orlando, Florida 32801, and the registered agent of this Company, at that address, shall be C. Yanki Sokmensuer, Esquire. The Company may change its registered agent or the location of its registered office, or both, from time to time, without amendment of these Articles of Organization.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**MANAGEMENT/INITIAL BOARD OF MANAGERS**

The management of conduct of the business affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have one (1) Manager initially. The number of Managers may be either increased or decreased, from time to time, by the Operating Agreement of the Company. The name and street address of the initial Manager of this Company, who shall serve as Manager until the first annual meeting of the Members, or until his successor is elected and shall qualify, is:

**JOSEPH G. POZO, JR.**

**ARTICLE VII**  
**REGULATIONS**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be on such terms and conditions as determined by Members holding 60% of the outstanding Membership Units.

**ARTICLE VIII**  
**ADMISSION OF NEW MEMBERS**

Additional Members may be admitted, from time to time, on such terms and conditions as determined by Members holding 60% of the outstanding Membership Units.

**ARTICLE IX**  
**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,**  
**EXPULSION, OR DISSOLUTION**  
**OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto, and any right conferred upon the Members is subject to this reservation.

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

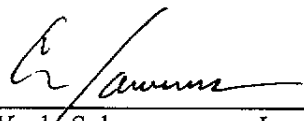
The headings or captions of the various Articles of Organization are inserted for convenience, and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**ARTICLE XII**  
**MANAGER-MANAGED**

**J.J. MARINE, LLC** is a manager-managed company; the names and addresses of the initial Manager is:

Joseph G. Pozo, Jr.  
c/o Boat Tree, Inc.  
2202 33<sup>rd</sup> Street, Orlando, Florida 32839

**IN WITNESS WHEREOF**, the undersigned makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true and correct, and hereby subscribes thereto and hereunto sets his/her hand and seal this 1<sup>st</sup> day of March, 2006.

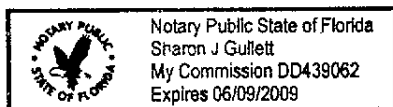
  
\_\_\_\_\_  
C. Yanki Sokmensuer, as Incorporator

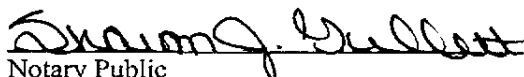
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 2006, by C. Yanki Sokmensuer, who is personally known to me or who produced the following identification:

\_\_\_\_\_



  
\_\_\_\_\_  
Notary Public  
**Sharon J. Gullett**  
\_\_\_\_\_  
Printed Name  
DD439062  
\_\_\_\_\_  
My Commission Expires: 6/9/09  
\_\_\_\_\_  
Serial Number

**CERTIFICATE OF DESIGNATION**  
**of**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

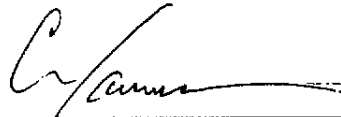
1. The name of the Limited Liability Company is:

**J.J. MARINE, LLC**

2. The name and address of the Registered Agent and Registered Office is:

C. Yanki Sokmensuer, Esquire  
SMITH MACKINNON, PA  
255 S. Orange Avenue – Suite 800  
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 duties and I am familiar with and accept the designation of my position as registered agent.



\_\_\_\_\_  
C. Yanki Sokmensuer

March 1, 2006