

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Antigua Tours, LLC

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**ARTICLES OF ORGANIZATION
OF
ANTIGUA TOURS, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do(es) hereby provide and set forth the following:

Articles

1. **Name.** The name of the limited liability company is Antigua Tours, LLC (hereinafter referred to as the "Company").
2. **Commencement and Duration.** The Company shall commence on the date of execution of these Articles of Organization by the undersigned. Unless earlier terminated under the Act or pursuant to the Operating Agreement, the period of duration of the Company shall be perpetual.
3. **Purpose.** The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. **Mailing Address and Principal Office.** The initial mailing address for the Company is 744 Lenox, Apt. 3, Miami, FL 33139, and the street address of the principal office of the Company is 744 Lenox, Apt. 3, Miami, FL 33139. 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 Elizabeth Bell, and the initial registered office is located at 744 Lenox, Apt. 3, Miami, FL 33139.
6. **Capital Contributions.** Contributions to the capital of the Company shall be made by the Members to the extent and in the manner prescribed by the written Operating Agreement made and entered into by the Members, which Operating Agreement may be amended from time to time in accordance with its terms.
7. **Management by Member(s).** This shall be a member-managed Company. The management and control of the business and affairs of the Company shall be vested in the members in accordance with these Articles of Organization, F.S. Section 608.422 of the Act, and the Operating Agreement adopted by this Company. Any and all action by the Company shall require the vote of members holding a majority in interest of the Members in the Company.

Nothing herein shall be construed to prohibit or restrict the delegation of a Member's power and/or authority to manage and/or control the business and/or affairs of Company, as provided in Section 608.4236, Florida Statutes, to one or more other persons as officers, directors, agents or a board of managing members as provided in

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the Operating Agreement or in any separate writing, such as a management agreement.

8. **Members.** The Company may have one (1) or more Members, but shall always have at least one (1) Member. The Company may admit additional Members as provided in these Articles of Organization and the Operating Agreement adopted by the Members. All Members shall be subject to the terms and provisions of these Articles of Organization and the Operating Agreement adopted by this Company. The names and addresses of the initial Member(s) of the Company are:

Elizabeth Bell

744 Lenox, Apt. 3, Miami, FL 33139

9. **Quorum and Voting of Members.** Unless otherwise required by Florida law, a majority in interest of the Members shall constitute a quorum of the Members for the transaction of business. The decision of a majority-in-interest of the Members of the Company shall be controlling, and shall be the act and decision of the Members. The majority in interest of the Members may also act via the written consent, without a meeting, of a majority in interest of the Members in accordance with the Act or the Operating Agreement.

The "majority in interest of the Members" shall, unless otherwise provided in the these Articles of Organization, mean the Members who have the right to participate in the management of the Company and who own more than fifty percent (50%) of the then-current percentage interest in the profits of the Company.

10. **Admission of New Members.** Except as otherwise set forth in the Operating Agreement, no additional Members shall be admitted to the company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members.

11. **Operating Agreement.** The Operating Agreement for the Company may contain any provision(s) allowed by the Act or law, including without limitation any provisions for the operation, regulation, management and conduct of the business and affairs of the Company which are not deemed invalid and/or prohibited by law, and which are not in conflict with these Articles of Organization. In the event of any conflict between the terms and provisions of the Act and these Articles of Organization, these Articles of Organization shall govern and control except to the extent such term or provision is prohibited, or deemed invalid, by the Act.

12. **Officers.** The Member(s) may, but shall not be required to, appoint officers of the Company, including, but not limited to, a president, secretary, vice president(s) and a treasurer, who shall have the authority normally associated with these positions under corporate law unless otherwise provided in the Operating Agreement. An officer must be a natural person, must be a resident of Florida, but need not be a Member of this Company. The initial officers of this Company are as follows:

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<u>NAME:</u>	<u>OFFICE</u>	<u>ADDRESS:</u>
Elizabeth Bell	President/Secretary/Treasurer	744 Lenox, Apt. 3 Miami, FL 33139

The initial officers shall serve until replaced by the Member(s), or until the earlier of their removal, death or resignation. At a meeting of the Member(s), any officer may be removed, with or without cause, by a vote of the Member(s).

13. **Compensation of Officers.** The Member(s) shall have the authority to determine and set the compensation of all of the officers of the Company, including the salaries of those officers who are also a Member, and no Member shall be disqualified from voting on such compensation by virtue of also being an officer of the Company.

14. **Amendments to These Articles of Organization.** These Articles of Organization may only be amended or modified with the vote, or written consent without a meeting, of all of the Members.

15. **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.

16. **Indemnification.** Except as may be otherwise expressly provided in the Operating Agreement, the Company shall indemnify any Member, or former Member, to the fullest extent permitted under the Act.

Executed on this 26th day of December, 20 06.

By: Elizabeth Bell
ELIZABETH BELL, Member

REGISTERED AGENT ACCEPTANCE

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 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.

Elizabeth Bell
ELIZABETH BELL - REGISTERED AGENT

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