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John C. Gesch, P.A.
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JOHN C. GESCH

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September 4, 2007

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

Attn: New Filings Section

Re: **SAILBOAT PHOTO HELICOPTER, LLC**

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. I am also enclosing my trust account check #2459 in the amount of \$155.00 in payment of filing fees, etc., and one certified copy of Articles.

Thank you for your assistance and cooperation in this regard.

Sincerely,

JOHN C. GESCH, P.A.


John C. Gesch

JCG:lag

Enclosures

cc: Sailboat Photo Helicopter, LLC Attn: Thomas E. McDermott

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ARTICLES OF ORGANIZATION
OF
SAILBOAT PHOTO HELICOPTER, LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of organization.

ARTICLE I - NAME

The name of the limited liability company shall be SAILBOAT PHOTO HELICOPTER, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company are 95 Fiesta Way, Ft. Lauderdale, Florida 33301.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are MICHAEL A. MOULIS, 1100 Lee Wagener Boulevard, Ft. Lauderdale, Florida 33315.

ARTICLE V - CAPITAL CONTRIBUTIONS

The member of the company shall contribute to the capital of the company the cash or property as follows:

BOATPIX.COM INC. \$1,000.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 unanimous vote of all the remaining members.

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ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are THOMAS E. McDERMOTT, 95 Fiesta Way, Ft. Lauderdale, Florida 33309.

ARTICLE X - OWNERSHIP UNITS

BOATPIX.COM INC.

1000

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ft. Lauderdale, Broward County, Florida, on July 1, 2007.

BOATPIX.COM INC.

By:

Thomas E. McDermott
Thomas E. McDermott, Director

Sworn to and subscribed before me this 29 day of August, 2007, by THOMAS E. McDERMOTT, as Director of BOATPIX.COM INC., who is () personally known to me () or produced his valid Florida driver's license as identification. FLDL 6 2006



Gerald Grace
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, SAILBOAT PHOTO HELICOPTER, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is SAILBOAT PHOTO HELICOPTER, LLC.

2. The name and street address of the registered agent in Florida are:

Michael A. Moulis
1100 Lee Wagener Boulevard
Ft. Lauderdale, Florida 33315

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The undersigned, being the person named in the articles of organization of SAILBOAT PHOTO HELICOPTER, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



MICHAEL A. MOULIS
Registered Agent