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SEA-CLUSIVE DIVING CHARTERS, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SEA-CLUSIVE DIVING CHARTERS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to amend the Articles of Organization pursuant to the Florida Limited Liability Company Act, Section 608.411, Florida Statutes, does hereby amend and restate the Articles of Organization in their entirety to read as follows:

ARTICLE I - NAME

The name of the limited liability company is Sea-Clusive Charters, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Company are:

4301 Tradewinds Drive
Jacksonville Beach, Florida 32250

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective on the date of filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 4301 Tradewinds Drive, Jacksonville Beach, Florida 32250 as the street address of the Company's registered office, and (ii) names Coken, Inc. as the Company's registered agent at that address to accept service of process within the State of Florida.

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ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS THEREOF, the undersigned, acting on behalf of the Company and being the sole membership interest holder of the Company, has hereunto set his hand and seal this 12 day of June, 2008.

SEA-CLUSIVE DIVING CHARTERS, LLC

Sea-Clusive Charters, Inc., Sole Member

By: Robert H. DeMauro

Robert H. DeMauro, President

ADOPTION OF AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The foregoing Amended and Restated Articles of Organization were adopted and approved by the Company's sole membership interest holder pursuant to Section 608.4231 Florida Statutes, on June 12, 2008. The number of votes cast by the member for the amendments contained in the foregoing Amended and Restated Articles of Organization was sufficient for approval of the same.

Sea-Clusive Charters, Inc., Sole Member

By: Robert H. DeMauro

Robert H. DeMauro, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: June 12, 2008

CORKEN, INC.

By: Mark W. Wilson

Mark W. Wilson, President

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