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TALLAHASSEE, FLORIDA

B. KOHR

AUG 11 2008

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Scuba Diving Vacation
Packages, LLC

___ Art of Inc. File ___
___ LTD Partnership File ___
___ Foreign Corp. File ___
___ L.C. File ___
___ Fictitious Name File ___
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___ Art. of Amend. File ___
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___ Dissolution / Withdrawal ___
___ Annual Report / Reinstatement ___
___ Cert. Copy ___
___ Photo Copy ___
___ Certificate of Good Standing ___
___ Certificate of Status ___
___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
___ Driving Record ___
___ UCC 1 or 3 File ___
___ UCC 11 Search ___
___ UCC 11 Retrieval ___

Signature

Requested by:

Name

Date

Time

WC 8/11 11:00

**ARTICLES OF ORGANIZATION
OF
SCUBA DIVING VACATION PACKAGES, LLC**

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08 AUG 11 PM 1:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, as an organizing member, for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, adopt the following Articles of Organization:

ARTICLE I

NAME: The name of the Limited Liability Company shall be:

SCUBA DIVING VACATION PACKAGES, LLC

ARTICLE II

DURATION: The Limited Liability Company shall have perpetual existence from the date of filing of these Articles of Organization.

ARTICLE III

MAILING ADDRESS: The mailing address of the Limited Liability Company in the State of Florida shall be 2562 LAKE DEBRA DIVE, UNIT 28103, ORLANDO, FL 32835. The Board of Managers may from time to time move the mailing address to any other address in the State of Florida.

ARTICLE IV

STREET ADDRESS: The street address of the principal office of the Limited Liability Company in the State of Florida shall be 703 MALON BAY DRIVE, ORLANDO, FL 32808. The Board of Managers may from time to time move the street address of principal office to any other address in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Limited Liability Company is 2562 LAKE DEBRA DIVE, UNIT 28103, ORLANDO, FL 32835 and the name of the initial registered agent of the Limited Liability Company at that address is PHILLIP MICHAEL THOMAS.

ARTICLE VI

RIGHT TO ADMIT ADDITIONAL MEMBERS. Additional members to the Limited Liability Company may only be admitted by a majority vote of all members qualified to cast a vote.

ARTICLE VII

CONTINUITY OF EXISTENCE: Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may continue the business of the Limited Liability Company.

ARTICLE VIII

MANAGERS: The Limited Liability Company is to be a "manager-managed company" and will be managed by a Board of Managers. The initial Board of Managers will serve as managers until the first annual meeting of members or until there successors are elected and

qualified. The initial number of the managers of this Limited Liability Company shall be one (1) provided, however, that the number of managers may be changed from time to time to not more than fifteen (15) in accordance with the Bylaws or Operating Agreement of the Limited Liability Company as shall from time to time be in force and effect, but shall never be less than one (1).

The names and addresses of the members of the first Board of Managers, who, subject to the provisions of the Operating Agreement and these Articles of Organization, shall hold office until the first annual meeting of the Members of the Limited Liability Company or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PHILLIP MICHAEL THOMAS	2562 LAKE DEBRA DIVE, UNIT 28103 ORLANDO, FL 32835

ARTICLE IX

INDEMNIFICATION OF MANAGERS: The Limited Liability Company shall indemnify any officer or manager, or any former officers or managers, to the full extent permitted by law.

ARTICLE X

NATURE OF BUSINESS: The general nature of the business to be conducted by said Limited Liability Company shall be and is as follows:

- (a) To engage in any business activity not prohibited by law;
- (b) To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage, repair, improve and utilize, and to sell, pledge, hypothecate, mortgage, lease, transfer and otherwise dispose of, and to export, import, trade and deal in and with goods, wares, merchandise, and personal property of every character and description, as principal, agent or broker, and to carry on a general mercantile and commercial business in any part of the world.

(c) Without limit as to amount, to borrow money for the purposes of the Limited Liability Company, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures and other obligations of the Company from time to time for any of its objects and purposes, without or with security and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.

(d) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of the corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To aid by loan, subsidy, guaranty or in any other manner whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Managers may deem advisable to promote the business, interest and purposes of the Company; and to do any and all other acts or things toward the preservation, protection, improvement or enhancement in value of any obligations, and to do any or all such acts or things designed to accomplish any such purpose.

(f) To employ its surplus earnings or accumulated profits from time to time as its Board of Managers may determine.

(g) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the Limited Liability Company, without limit as to amount, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic or foreign, now or hereafter to be organized.

(h) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporation; and to do all and every act or acts, thing or things, necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, or incidental or pertaining to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be consistent with the laws under which this Limited Liability Company is organized.

IN GENERAL, and in connection with the foregoing, this Limited Liability Company has been organized for the purpose of conducting any and all lawful business for which business entities of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Limited Liability Company, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the terms of any other clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE XI

MEMBERSHIP INTERESTS: Each member's capital interest in the Limited Liability Company shall be evidenced by the issuance of a membership certificate of Limited Liability Company.

ARTICLE XII

INITIAL MEMBERSHIP: This Limited Liability Company has at least two members.

ARTICLE XIII

CONDUCT OF AFFAIRS OF LIMITED LIABILITY COMPANY: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Limited Liability Company.

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Operating Agreement, the Board of Managers shall have the general management and control of the business and may exercise all of the powers of the Limited Liability Company except such as may be by statute, or by the Articles of Organization or amendment thereto, or by the Operating Agreement as amended from time to time, expressly conferred upon or reserved upon or reserved to the members.

(b) Authorized membership certificates shall be issued by the Board of Managers only upon written direction of the Members after a vote by a majority of the Members.

(c) The initial Operating Agreement may be adopted by the members of the Limited Liability Company. Such Operating Agreement may be amended, altered or repealed only by the members of the Limited Liability Company by majority affirmative vote of the members. No such Operating Agreement shall be in conflict with the provisions of the Articles of Organization or of any outstanding prior agreements of the members which appear of record in the minute book or other records of the Limited Liability Company.

(d) The Limited Liability Company shall have such officers as may from time to time be provided in the Operating Agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be

prescribed by the Operating Agreement or as may be determined from time to time by the Board of Managers subject to the Operating Agreement.

(e) At all elections of managers, each Member shall be entitled to as many votes as shall equal the Member's percentage interest in the Limited Liability Company and he may cast all of such votes, in person or by proxy, for a single manager or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

(f) No contract or other transaction between the Limited Liability Company and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the managers is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any manager or managers individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Limited Liability Company or in which the Limited Liability Company is interested; and no contract, act or transaction of the Limited Liability Company with any person, firm, association or corporation shall be affected or invalidated by the fact that any manager or managers of the Limited Liability Company is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Limited Liability Company for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XIV

AMENDMENTS: The Limited Liability Company reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the members herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the Member Interests.

IN WITNESS WHEREOF, I, the undersigned organizing member of the Limited Liability Company has hereunto set his hands and seals this ____ day of July, 2008, for the purpose of forming this Limited Liability Company under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Organization, and certify that the facts herein stated are true.



A handwritten signature of Phillip Michael Thomas in black ink.

PHILLIP MICHAEL THOMAS
Organizing Member

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared this 04 day of ^{Aug}~~July~~, 2008, PHILLIP MICHAEL THOMAS, to me well known ~~or who produced:~~ _____ as ~~identification~~ and known to me to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Organization as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 04 day of Aug, July, 2008.



A handwritten signature of R. A. Driggers in black ink.

NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND MANAGERS.

SCUBA DIVING VACATION PACKAGES, LLC, a Limited Liability Company organized under the laws of the State of Florida with its principal office at:

2562 LAKE DEBRA DIVE, UNIT 28103, ORLANDO, FL 32835

has named PHILLIP MICHAEL THOMAS, at 2562 LAKE DEBRA DIVE, UNIT 28103, ORLANDO, FL 32835, as its agent to accept service of process within the State.

NEWLY ELECTED MANAGERS:

<u>NAME</u>	<u>ADDRESS</u>
PHILLIP MICHAEL THOMAS	2562 LAKE DEBRA DIVE, UNIT 28103 ORLANDO, FL 32835

NEWLY APPOINTED OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>
PHILLIP MICHAEL THOMAS	2562 LAKE DEBRA DIVE, UNIT 28103 ORLANDO, FL 32835

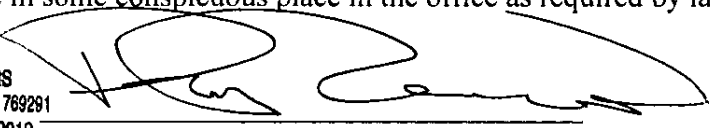
PHILLIP MICHAEL THOMAS
Organizing Member/ President

I agree as Registered Agent to accept service of process; to keep the office open during

prescribed hours; to post my name in some conspicuous place in the office as required by law.



R. A. DRIGGERS
MY COMMISSION # DD 769291
EXPIRES: April 8, 2012
Bonded Thru Budget Notary Services


PHILLIP MICHAEL THOMAS, Registered Agent


STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared this 04 day, of ^{Aug}~~July~~, 2008, PHILLIP MICHAEL THOMAS, to me well known or ~~who produced~~: _____ as ~~identification~~ and known to me to be the individual described in and who executed the Registered Agent Acknowledgement and acknowledged before me that he made, subscribed and acknowledged the foregoing Registered Agent Acceptance as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 04 day of ^{Aug}~~July~~, 2008.



R. A. DRIGGERS
MY COMMISSION # DD 769291
EXPIRES: April 8, 2012
Bonded Thru Budget Notary Services


NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: