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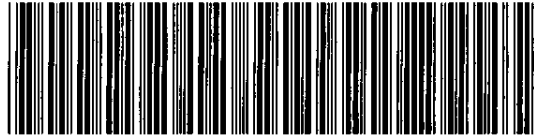
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TALLAHASSEE, FLORIDA

*C.S. 10-6*

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** MIAF Promotions, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kim Boyle  
(Name of Person)  
Louy, Yudin + Foster, LLP  
(Firm/Company)  
55 EAST DEAN BLVD.  
(Address)  
Stuart, FL 34994  
(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Boyle at (772 286-7372)  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)     \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION

2000 OCT -3 AM 10:43

MIAF PROMOTIONS, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A LIMITED LIABILITY COMPANY

(Pursuant to s. 608.407, Florida Statutes)

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, §608.407, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**Name.** The name of the limited liability company is MIAF PROMOTIONS, LLC.

**ARTICLE II**

**Purpose and Powers.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida. The powers of this Limited Liability Company shall be those set forth in §608.404, F.S. (2007)

**ARTICLE III**

**Address of Principal Office and Mailing Address .** The street address of the limited liability company is 6526 S. Kanner Highway #338 , Stuart, FL 34997 and mailing address of the registered office of the limited liability company is 55 East Ocean Blvd., Stuart, FL 34994.

**ARTICLE IV**

**Term (Period of Duration).** The term of this LLC shall be perpetual.

**ARTICLE V**

**Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.

**ARTICLE VI**

**Management.** Management of the Limited Liability Company at the time of formation is

reserved for the initial members whose names and addresses are as follows:

Initial Members:

Marine Industries Association of Florida, Inc. MGRM  
6526 S. Kanner Highway #338  
Stuart, FL 34997

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#### ARTICLE VII

**Additional Members.** NONE.

#### ARTICLE VIII

**Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

#### ARTICLE IX

**Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

#### ARTICLE X

**Indemnification of Members.** The Company shall indemnify its members as permitted by section 608.4229, F.S. (2007).

#### ARTICLE XI

**Dissolution.** Dissolution, if necessary, shall be in accordance with section 608.441, F.S. (2007).

#### ARTICLE XII

**Initial Registered Office and Registered Agent.** Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida as follows:

The address of the initial registered office of MIAF PROMOTIONS, LLC. is 55 East Ocean Blvd., Stuart, Florida 34994, and JOHN S. YUDIN is appointed as initial


registered agent, and by his signature below accepts appointment to act as the Registered Agent of MIAF PROMOTIONS, LLC..

*Having been named as registered agent and to accept service of process for the above 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.*

  
\_\_\_\_\_  
JOHN S. YUDIN.

*In accordance with section 608.408(3), Florida Statutes, the undersigned, being an original member of the limited liability company, hereby certifies that the execution of this instrument constitutes an affirmation under penalties or perjury that the facts contained in the proposed Articles of Organization of MIAF PROMOTIONS, LLC. are true.*

Executed by the undersigned at Stuart, Martin County, Florida on the 1<sup>st</sup> day of October, 2008.

by  \_\_\_\_\_ As  
Attorney and Authorized Representative for  
Marine Industries Association of Florida, Inc., MGRM

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