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FLORIDA/FOREIGN LIMITED LIABILITY CO

STARBOARD YACHT GROUP LLC

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**ARTICLES OF ORGANIZATION
OF
STARBOARD YACHT GROUP 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, sets forth the following:

**ARTICLE I
NAME OF COMPANY**

The name of this limited liability company shall be: STARBOARD YACHT GROUP LLC
(the "Company").

**ARTICLE II
ADDRESS**

The mailing address of the Company is:

601 S.W. 7th Avenue
#601
Fort Lauderdale, FL 33315

The address of the Company's principal office is not yet known.

**ARTICLE III
NATURE OF BUSINESS**

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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L.M. PLOUCHA, ESQUIRE
c/o Atkinson, Diner, Stone,
Mankula & Ploucha, P.A.
One Financial Plaza
100 S.E. Third Avenue, Suite 1400
Fort Lauderdale, Florida 33394

ARTICLE V
MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers in accordance with the terms of the Operating Agreement. The name and address of the initial manager is:

Charles Jacob Stratmann
601 S.W. 7th Avenue
#601
Fort Lauderdale, FL 33315

ARTICLE VI
COMMENCEMENT DATE

The Company's existence will commence on December 4, 2008.

THE UNDERSIGNED, the authorized representative of the sole member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true this 4th day of December, 2008.


L.M. PLOUCHA

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.


L.M. PLOUCHA

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