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FLORIDA/FOREIGN LIMITED LIABILITY

STARBOARD YACHT GROUP LLC

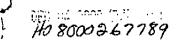
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M. THOMAS

DEC - 5 2008



ARTICLES OF ORGANIZATION

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OF

STARBOARD YACHT GROUP LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of Tonning 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 bu; STARBOARD YACHT GROUP LLC (the "Company").

ARTICLE II

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

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be:

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

ARTICLEV 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 Laudordale, 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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