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TALLAHASSEE, FLORIDA

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M. THOMAS
APR 15 2009
EXAMINER

**LAW OFFICES OF
CURTIS & ASSOCIATES, P.A.**

ATTORNEYS AT LAW
701 MARKET STREET, UNIT 109
SAINT AUGUSTINE, FLORIDA 32095
WWW.CURTISFIRM.COM

**C. WILLIAM CURTIS, III
JAIME COUNCIL**

**PHONE: (904) 819-6959
FAX: (904) 819-6936**

SUSANJUNOD@CURTISFIRM.COM

April 8, 2009

Registration Section, Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Conversion documents for Pier 88 Diving of St. Augustine LLC

Ladies/Gentlemen:

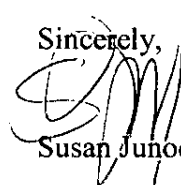
The enclosed Certificate of Conversion, Articles of Organization and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §608.439, F.S.

Please return all correspondence concerning this matter to:

Susan Junod, Paralegal
Law Offices of Curtis & Associates, P.A.
701 Market St., Suite 109
Saint Augustine, FL 32095

Enclosed is a check in the amount of \$150.00 representing the \$25.00 Conversion fee and \$125.00 representing the new filing fee. If you have any questions, please call me at 904-819-6959. Thank you for your cooperation.

Sincerely,



Susan Junod, Paralegal

Enclosure

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CLERK OF CIRCUIT COURT

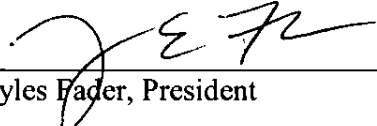
**Certificate of Conversion
For
A Florida Corporation
Into
Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

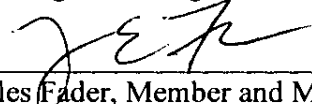
1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Pier 88 Diving of St. Augustine, Inc. (the "Corporation") and is referenced by Document Number P08000047702.
2. The Corporation was first organized, formed or incorporated as a Florida corporation on May 13, 2008, for any and all lawful purposes.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Pier 88 Diving of St. Augustine, LLC** (the "LLC").
4. The address of the LLC shall be: 2465 US Highway, South #9; St. Augustine, Florida 32086.
5. The effective date of this conversion shall be the date of filing this certificate.
6. The LLC agreed to pay all shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, Florida Statutes.

Signed this 6th day of April 2009.

Pier 88 Diving of St. Augustine, Inc.

By: 
Myles Fader, President

Pier 88 Diving of St. Augustine, LLC

By: 
Myles Fader, Member and Manager

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ST. AUGUSTINE, FLORIDA

**Articles of Organization of
Pier 88 Diving of St. Augustine, LLC**

The undersigned, acting as authorized representative of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), files the following articles of organization for such limited liability company in accordance with Section 608.411 of the Act. The Company filed its articles of incorporation in Florida, on May 13, 2008, referenced by Document Number P08000047702. Those articles of incorporation are repealed and replaced by these articles of organization, filed along with the attached Certificate of Conversion.

Article I. Name

The name of the Limited Liability Company is Pier 88 Diving of St. Augustine, LLC.

Article II. Duration

The period of the company's duration is perpetual.

Article III. Purposes

3.01. The Limited Liability Company has the powers provided for a limited liability company under the Act.

3.02. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Act.

Article IV. Principal Place of Business and Mailing Address

The address of the company's principal place of business in this state is: 2465 US Highway, South #9, St. Augustine, Florida 32086.

The company's mailing address is: 2465 US Highway, South #9, St. Augustine, Florida 32086.

Article V. Name and Address of Initial Registered Agent

5.01. The company's initial Registered Agent is: Law Offices of Curtis & Associates, P.A.

5.02. The address of the company's initial Registered Office is: 701 Market Street, Unit 109, St. Augustine, Florida 32095.

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CLERK OF CIRCUIT COURT

Article VIII. Management

- 8.01. The company shall be managed by its Managers.
- 8.02. The number of initial Managers is two (2).
- 8.03. The names and addresses of the persons who shall serve as managers until the next annual meeting of the company's members following the filing of these articles or until a successor or successors are elected and qualified are:

Myles Fader
232 North Hidden Tree Drive
St. Augustine, FL 32086

John Hashagen
657 Coral Circle
St. Augustine, FL 32080

Article IX. Authorized Representative as Organizer

The name and address of the Company's authorized representative who is authorized to file these articles on behalf of the Company and respond to all inquiries related to these articles is C. William Curtis, III, 701 Market Street, Unit 109, St. Augustine, Florida 32095.

IN WITNESS WHEREOF, I have hereunto set my hand on April 6


Myles Fader, Member and Manager


John Hashagen, Member and Manager


C. William Curtis III, Authorized Representative

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

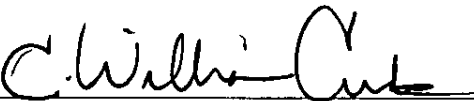
Under the provisions of F.S. 608.439, **Pier 88 Diving of St. Augustine, LLC**, a Florida limited liability company organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the company is: **Pier 88 Diving of St. Augustine, LLC**
2. The name and address of the registered agent and office is:

**Law Offices of Curtis & Associates, P.A.
701 Market Street, Suite 109
Saint Augustine, FL 32095**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I 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.

LAW OFFICES OF CURTIS & ASSOCIATES, P.A.

By: 
C. William Curtis III, President

Dated: 4/6/2009

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TALLAHASSEE, FLORIDA