

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000079843
FILED 8:00 AM
August 19, 2009
Sec. Of State
shawkes

Article I

The name of the Limited Liability Company is:

BARNES MARINE GROUP, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

3621 SW 23RD COURT
FT LAUDERDALE, FL. 33312

The mailing address of the Limited Liability Company is:

3621 SW 23RD COURT
FT LAUDERDALE, FL. 33312

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

GRAHAM E BARNES
3261 SW 23RD COURT
FT. LAUDERDALE, FL. 33312

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 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.

Registered Agent Signature: GRAHAM E. BARNES

Article V

The name and address of managing members/managers are:

Title: MGRM
CHRISTINE L BARNES
3261 SW 23RD COURT
FT. LAUDERDALE, FL. 33312

Title: MGRM
CAROL J BARNES MOON
12 EMPIRE AVE
HOUT BAY, CAPE TOWN, SA. 7806 SA

Title: MGR
GRAHAM E BARNES
3261 SW 23RD COURT
FT LAUDERDALE, FL. 33312

Article VI

The effective date for this Limited Liability Company shall be:

08/19/2009

Signature of member or an authorized representative of a member

Signature: GRAHAM BARNES

L09000079843
FILED 8:00 AM
August 19, 2009
Sec. Of State
shawkes