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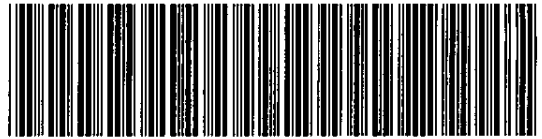
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DIVISION OF CORPORATIONS
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EXAMINER

John C. Gesch, P. A.
Attorney at Law

JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE
WEST PALM BEACH, FLORIDA 33408-7651
TEL. (561) 964-7400
FAX (561) 964-7504

December 10, 2009

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: New Filings Section

Re: N456PH, LLC

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. I am also enclosing my trust account check #2619 in the amount of \$155.00 in payment of filing fees, etc., and one certified copy of Articles.

Thank you for your assistance and cooperation in this regard.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag

Enclosures

cc: Thomas E. McDermott

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ARTICLES OF ORGANIZATION

OF

N456PH, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of organization.

ARTICLE I - NAME

The name of the limited liability company shall be N456PH, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company are 95 Fiesta Way, Ft. Lauderdale, Florida 33301.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are JOHN C. GESCH, ESQUIRE, 2365 South Congress Avenue, West Palm Beach, Florida 33406.

ARTICLE V - CAPITAL CONTRIBUTIONS

The member of the company shall contribute to the capital of the company the cash

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or property as follows:

BOATPIX.COM INC.

\$1,000.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the

affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are THOMAS E. McDERMOTT, 95 Fiesta Way, Ft. Lauderdale, Florida 33301.

ARTICLE X - OWNERSHIP UNITS

BOATPIX.COM INC.

1000

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ft. Lauderdale, Broward County, Florida, on 12-07, 2009.

BOATPIX.COM INC.

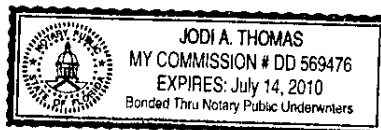
By:


Thomas E. McDermott, Director

Sworn to and subscribed before me this 7th day of December, 2009, by THOMAS E. McDERMOTT, as Director of BOATPIX.COM INC., who is ☒ personally known to me () or produced his valid Florida driver's license as identification.


Notary Public, State of Florida

(seal)



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CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, N456PH, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is N456PH, LLC.
 2. The name and street address of the registered agent in Florida
- are:

John C. Gesch, Esquire
2365 South Congress Avenue
West Palm Beach, Florida 33406

The undersigned, being the person named in the articles of organization of N456PH, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


JOHN C. GESCH, ESQUIRE
Registered Agent

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