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KEY LARGO SCUBA SHACK, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
KEY LARGO SCUBA SHACK, LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopts the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is KEY LARGO SCUBA SHACK, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is: 25 Lake Shore Drive, Key Largo, Florida 33037.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2999 N.E. 191st Street, Concorde Centre II, PH-8, Aventura, Florida 33180, as the street address of the initial registered office of the Company and names OSCAR GRISALES-RACINI, ESQ., as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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ARTICLE V

PURPOSE

The purpose for which the Company is being formed is to engage in the sales of scuba diving equipment, the provision of scuba diving lessons, and the rendering of training for recreational diving and snorkeling, and ancillary services, including the provision of maintenance services, and to further engage in any lawful property and commercial enterprises, and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

MANAGEMENT

The Company shall be conducted, carried on, and managed by one of its members and is, therefore, a Managing-Member managed Company. The Managing-Member shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managing-Member shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VII

MANAGING-MEMBER

The name and address of the initial Managing-Member of the Company is:

CHRISTOPHER JONES

ARTICLE VIII

INITIAL AND ADDITIONAL MEMBERS

The maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator. The initial Members of the Company and their ratio of ownership are: CHRISTOPHER JONES (51%) and ALISON GRACEY (49%).

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7th day of July, 2010.



CHRISTOPHER JONES, Organizer

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for KEY LARGO SCUBA SHACK, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 12th day of July 2010.

By: 

Oscar Grisales-Racini, Esq.

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