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FLORIDA LIMITED LIABILITY CO.  
AFFORDABLE CRUISE EXCURSIONS, LLC

Certificate of Status	0
Certified Copy	1
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T. CLINE  
JAN 18, 2011  
EXAMINER

(( (H11000012072 3 ) ) )

**ARTICLES OF ORGANIZATION  
OF  
AFFORDABLE CRUISE EXCURSIONS, LLC**

\*\*\*\*\*  
(Under §608.407 of the Florida  
Limited Liability Company Act)  
\*\*\*\*\*

The undersigned, being the authorized representative or member of the limited liability company, hereby certifies that:

**ARTICLE I – NAME**

The name of the limited liability company shall be **AFFORDABLE CRUISE EXCURSIONS, LLC** (the "Company").

**ARTICLE II – ADDRESS**

The mailing address and the street address of the principal office of the Company

**Mailing Address:**

1 South School Avenue, Suite 500  
Sarasota, FL 34237

**Street Address:**

1 South School Avenue, Suite 500  
Sarasota, FL 34237

**ARTICLE III – REGISTERED AGENT**

The name and street address of the Company's initial registered agent for service of process in the State of Florida shall be: Gary Kauffman, Esq., c/o Band Law Group, P.L., 1 South School Avenue, Suite 500, Sarasota, FL 34237.

**ARTICLE IV – MANAGEMENT**

The Company shall be managed by one or more managers. The following person will serve as manager of the Company, to serve for such term or terms as may be set forth in the Company's Operating Agreement (or, in absence of any provision in said Operating Agreement, then the term will be seven (7) years), or until his or her earlier death, resignation or removal:

**François Gauthron**

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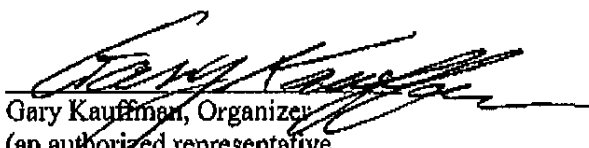
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**ARTICLE V – MEMBERSHIP RESTRICTIONS**

Unless otherwise specified in the Company's Operating Agreement: (a) the Company shall have the right to admit new members by consent of the members holding a majority of the membership interests in the Company; and (b) a member's interest in the Company may not be sold or otherwise transferred except with the written consent of the members holding a majority of all membership interests in the Company, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and/or Comprehensive Buy-Sell Agreement.

IN WITNESS WHEREOF, I have signed these Articles of Organization on January 10<sup>th</sup>, 2010, as an authorized representative of the Company or a member thereof, and I affirm, under the penalties of perjury, that the facts stated herein are true.

  
Gary Kauffman, Organizer  
(an authorized representative  
of the limited liability company)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with §608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Registered Agent:

  
Gary Kauffman

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