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(Requestor's Name)

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(City/State/Zip/Phone #)

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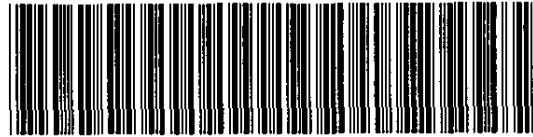
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PASTIME YACHTS LLC

Signature _____

Requested by: SETH

02/25/11

Name _____

Date _____

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- _____ Art of Inc. File _____
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- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF ORGANIZATION
OF
PASTIME YACHTS LLC**

ARTICLE I

Name

The name of the limited liability company is Pastime Yachts LLC (hereinafter called the "Company").

**ARTICLE II
Principal Office**

The mailing address and the street address of the principal office of the Company is 2750 N.E. 185th Street, Suite 306, Aventura, Florida 33180.

**ARTICLE III
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 2750 N.E. 185th Street, Suite 306, City of Aventura, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE IV
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

**ARTICLE V
Management**

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his address is:

Dennis Hammond
2750 N.E. 185th Street, Suite 306
Aventura, Florida 33180

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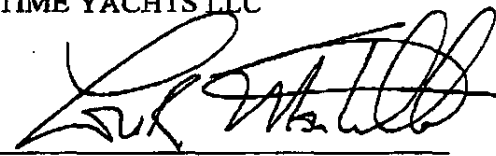
ARTICLE VI
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Pastime Yachts LLC.

Executed by the undersigned at Aventura, Florida, this 25th day of February, 2011.

PASTIME YACHTS LLC

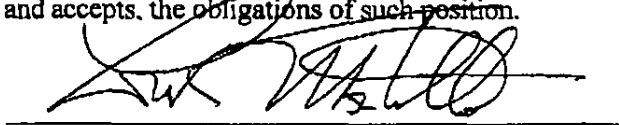
By: 

Louis R. Montello,
As Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Pastime Yachts LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.

February 25, 2011



Louis R. Montello,
Registered Agent