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FLORIDA LIMITED LIABILITY CO.

Americas Yachts Group, LLC

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**ARTICLES OF ORGANIZATION
OF
AMERICAS YACHTS SALES GROUP, LLC**

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

ARTICLE I: NAME

The name of the limited liability company is **AMERICAS YACHTS SALES GROUP, LLC** (the "Company").

ARTICLE II: ADDRESS

The principal office and mailing address of the Company is:

801 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

ARTICLE III: REGISTERED AGENT AND OFFICE

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

INTERAMERICAN CORPORATE SERVICES LLC
2525 Ponce de Leon Boulevard, Suite 1225
Coral Gables, Florida 33134

ARTICLE IV: OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

ARTICLE V: MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

The names and addresses of the initial Managers are as follows:

Title:
Manager

Name and Address:
Gustavo A. Lectora Larrauri
801 Seabreeze Boulevard

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1Ft. Lauderdale, Florida 33316

Manager Antonio Pasquel Osorno
801 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

Manager Liana Novoa Silva
801 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

Manager Caroline Stephanie Kelly Ofarrill
801 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

ARTICLE VI: 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, if applicable or (ii) by the written agreement of the members representing a seventy-five percent (75%) ownership interest of the Company.

ARTICLE VII: PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII: ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of the members representing a seventy-five percent (75%) ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 10th day of March, 2011.

By: _____

Gabriel Caballero
Duly Authorized Representative of Members

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AMERICAS YACHTS SALES GROUP, 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 acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 10th day of March, 2011.

INTERAMERICAN CORPORATE SERVICES LLC

By: 

Alcides I. Avila, Manager

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