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**FLORIDA LIMITED LIABILITY CO.
CLEARWATER SOL CHARTERS, LLC**

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**ARTICLES OF ORGANIZATION
OF
CLEARWATER SOL CHARTERS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: CLEARWATER SOL CHARTERS, LLC

ARTICLE II

Place of Business

The principal place of business of this Company shall be 601 Cleveland Street, Suite 301, Clearwater, Florida 33755, the mailing address of this Company shall be P.O. Box 1508, Clearwater, Florida 33757, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be Michael G. Little and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756

ARTICLE IV

Management of Business

The Company shall be manager-managed. The initial manager of the Company is Joshua K. Marks, whose mailing address is P.O. Box 1508, Clearwater, Florida 33757.

The undersigned has executed these Articles of Organization this 8th day of February, 2013.



MICHAEL G. LITTLE,
Authorized Representative

Prepared By:

Michael G. Little, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 861677

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 8th day of February, 2013.



MICHAEL G. LITTLE

#1300350.

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