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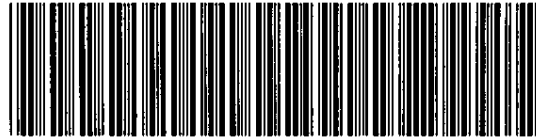
(Business Entity Name)

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VIA FEDERAL EXPRESS
AIRBILL NO.: 7707 0509 7683

July 28, 2014

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Flyer Marine Leasing, LLC

To Whom It May Concern:

In regards to the above referenced LLC, enclosed please find the original Amended Articles of Organization along with a check in the amount of *THIRTY-FIVE & 00/100^{ths} DOLLARS (\$35.00)* cover filing fees.

Sincerely,

Martyna Protopsaltis, Assistant to
Richard M. Klitenick

/mp

Enclosure as stated

c: clients (w/encs.)

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CLERK OF COURT
JUL 29 2014

AMENDED & ReStated
ARTICLES OF ORGANIZATION
OF

FLYER MARINE LEASING, LLC

Having previously formed and created a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, WE do hereby execute and adopt these Amended Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

“FLYER MARINE LEASING, LLC”

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when the Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

205 Elizabeth Street
Unit I
Key West, FL 33040

Mailing Address:

205 Elizabeth Street
Unit I
Key West, FL 33040

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be managed by one (1) Manager, **PAUL H. McGRAIL**, during his lifetime and no other person or individual shall have the right to manage this Limited Liability Company unless **PAUL H. McGRAIL**, or his survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a) and shall be so managed by **PAUL H. McGRAIL** until he resigns, dies, or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of **PAUL H. McGRAIL**, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

In accordance with the foregoing, the name and addresses of the Manager of this Limited Liability Company is:

Name of Manager

PAUL H. McGRAIL

Address

205 Elizabeth Street
Unit I
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all of the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

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CLERK OF STATE
NOTARY PUBLIC

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units 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 is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes. Additionally, this limited liability company may engage in ownership, investment in, purchase, leasing, sale and improvement of vessels, real property and/or retail businesses, investments and other financial ventures, and any and all other lawful businesses.

ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other

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SECRETARY OF STATE
FLORIDA

restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Amended Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem the same desirable.

IN WITNESS WHEREOF, the undersigned Members of this limited liability company have executed these Amended Articles of Organization on this 28th day of July, 2014.

FLYER MARINE LEASING, LLC,
a Florida Limited Liability Company

By:

PAUL H. McGRAIL

By:

BRIAN McKENDRY

By:

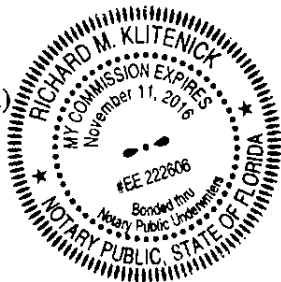
SEAN G. ROWLEY

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared PAUL H. McGRAIL, SEAN G. ROWLEY and BRIAN McKENDRY, the signors who appeared before me at the time of this notarization, and are personally known to me; or, have produced N/A as identification to prove to me to be the persons described in and who executed the foregoing Amended Articles of Incorporation; and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 28th day of July, 2014.

(STAMP/SEAL)



Notary Public-State of Florida

RICHARD M. KLITENICK
Printed Name

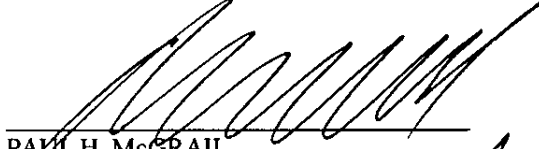
**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

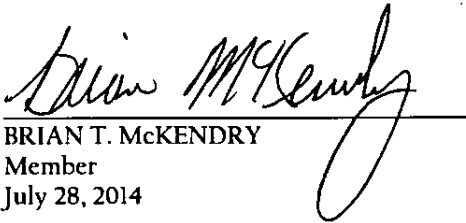
That **FLYER MARINE LEASING, LLC**, desiring to amend its previous organization and qualification under the laws of the State of Florida as a limited liability company with its principal place of business in the city of Key West, FL, has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

FLYER MARINE LEASING, LLC,
a Florida Limited Liability Company

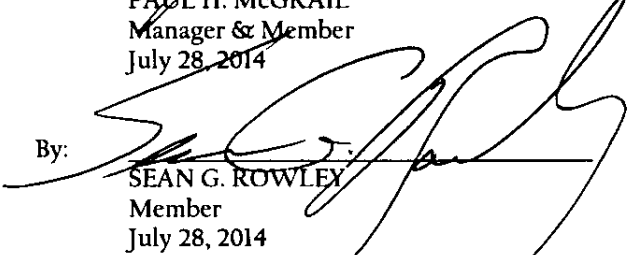
By:


PAUL H. McGRAIL
Manager & Member
July 28, 2014

By:


BRIAN T. McKENDRY
Member
July 28, 2014

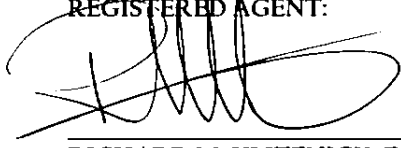
By:


SEAN G. ROWLEY
Member
July 28, 2014

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


RICHARD M. KLITENICK, ESQ.
July 28, 2014