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From:

Account Name : FRAZIER & FRAZIER, ATTORNEYS AT LAW, P.A.
Account Number : I20090000113
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FLORIDA LIMITED LIABILITY CO.

Classic River Cruises, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
CLASSIC RIVER CRUISES, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Revised Limited Liability Company Act, Chap. 605, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be Classic River Cruises, LLC.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company shall be 3360-C Lakeshore Boulevard, Jacksonville, Florida 32210.

ARTICLE III - REGISTERED AGENT

The initial registered office of the Company shall be 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204 and its initial registered agent at such office shall be Frazier & Frazier, Attorneys at Law, P.A.

ARTICLE IV - ADDITIONAL MEMBERS


Additional members (as the term "member" is defined in §605.0102(40) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement.

ARTICLE V - MANAGEMENT OF THE COMPANY

The Company will be a manager-managed company managed in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company. The names and addresses of the initial managers of the Company are as follows:

<u>Manager</u>	<u>Address</u>
John C. Williams	3360-C Lakeshore Boulevard Jacksonville, Florida 32210

Dated this 25th day of January, 2016.



W. Robinson Frazier,
Authorized Representative

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 605, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Classic River Cruises, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Frazier & Frazier, Attorneys at Law, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as its agent to accept service of process within the state.

DATED this 25th day of January, 2016.



W. Robinson Frazier,
Authorized Representative

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 25th day of January, 2016.

**FRAZIER & FRAZIER,
ATTORNEYS AT LAW, P.A.**



W. Robinson Frazier, President

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