

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086



1950000365

REFERENCE : 598052 1024A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 12, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 598052

CUSTOMER NO: 1024A

CUSTOMER: Warren D. Hayes, Sr, Esq  
ALLEY MAASS ROGERS & LINDSAY,  
PA  
321 Royal Poinciana Plaza  
P. O. Box 431  
Palm Beach, FL 33480

200001492852  
-05/18/95--01009--002  
\*\*\*205.00 \*\*\*285.00

DOMESTIC FILING

NAME: SEAFARI MARINE GROUP, L.C.

RUSH WILL WAIT

\*\*\*RUSH WILL WAIT

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 MAY 12 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAY 12 1995

## ARTICLES OF ORGANIZATION

FILED  
95 MAY 12 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF ORGANIZATION OF Seafari Marine Group, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### ARTICLE I

##### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Seafari Marine Group, L.C., and its principal office shall be located at 3920 RCA Boulevard, Palm Beach Gardens, Florida 33410.

#### ARTICLE II

##### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. The Pinnacle Trust, under the Trust Agreement dated 1/23/95, P.O. Box 513, G.T. Grand Cayman, Cayman Islands, British West Indies.
2. Robert F. Restino, 3920 RCA Boulevard, Palm Beach Gardens, Florida 33410.

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of at least three-fourths of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous written consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

**ARTICLE VIII**  
**PROFITS AND LOSSES**

(a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled a

proportionate share (the proportion to be based upon each member's ownership percentage) of the company's profits. The distributive share of the profits shall be determined and paid to the members as of the last day of each fiscal year of the company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to the percentage ownership of each member.

#### ARTICLE VIII

##### DURATION

This limited liability company shall exist until December 31, 2045 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

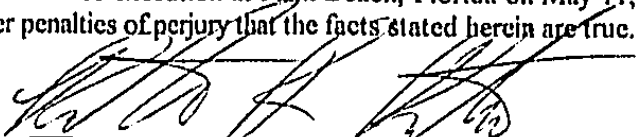
#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the company's initial registered agent at that address is Robb R. Maass.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Senfari Marine Group, L.C.

Executed by the undersigned member as of execution at Palm Beach, Florida on May 11, 1995, the undersigned member declares under penalties of perjury that the facts stated herein are true.

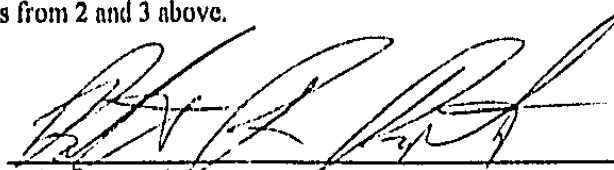
  
Robert R. Restino, Member

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA           )  
  )SS  
COUNTY OF PALM BEACH)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Seafari Marine Group, L.C., deposes and says:

1.     The limited liability company identified above has at least two members.
2.     The total amount of cash contributed by the members is \$1,000.00.
3.     No property other than cash has been contributed by the members.
4.     The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

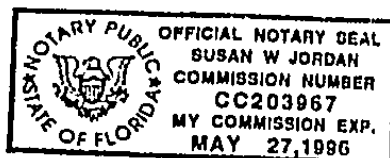


Robert R. Restino

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury the facts stated herein are true)

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 1995 by Robert R. Restino, who is personally known to me or who has produced Fla. Driver's License as identification.

Susan W. Jordan  
Notary Public



Notary Public Printed  
My Commission Number:  
My Commission Expires:

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA           )  
  )SS  
COUNTY OF PALM BEACH)

FILED  
95 MAY 12 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Senfari Marine Group, L.C.

The name of the registered agent for Senfari Marine Group, L.C. is Robb R. Maass and the street address of the company's principal office where the agent is located is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

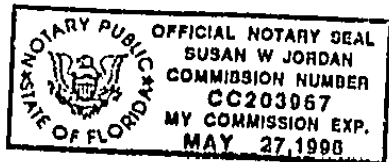
This statement is to acknowledge that, as indicated above, Senfari Marine Group, L.C. has appointed me, Robb R. Maass, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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: May 11, 1995

Robb R. Maass  
Robb R. Maass

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 1995 by Robb R. Maass, who is personally known to me or who has produced Fla. Driver's License as identification.

Susan W. Jordan  
Notary Public



Notary Public Printed  
My Commission Number:  
My Commission Expires:

**FILE NOW:** Fee after May 1, will be \$263.75

APPROVED  
AND  
FILED

20 APR 1996 10:30

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILING FEE  
\$ 230.75

Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address  
of Limited Liability Company

DOCUMENT #L95000000365

SEAFARI MARINE GROUP, L.C.  
3920 RCA BLVD.  
PALM BEACH GARDENS FL 33410

1a. Principal Place of Business Address

3920 RCA BLVD.  
PALM BEACH GARDENS FL 33410

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

Suite 2004

3. Date Organized or Qualified  
05/12/1995

3a. State of Formation  
FL

4. FET Number

65-0578734

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ \$2.75 Additional Fee Required

7. Name and Address of Current Registered Agent

MAASS, ROBB R  
321 ROYAL POINCIANA PLAZA  
PALM BEACH FL 33480

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

(Registered Agent Accepting Appointment) (NOT: Registered Agent signature required when reappointing)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM THE PINNACLE TRUST,

P.O. BOX 513 N/A

MGRM RESTINO, ROBERT F

3920 RCA BLVD.

CAYMAN ISLAND, BRITISH  
PALM BEACH GARDENS FL

200001791392

-04/23/96--D1185--002

\*\*\*\*238.75 \*\*\*\*238.75

4/18/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(1)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

(Signature of Registered Agent)

4/16/96 (407) 694-0110