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REFERENCE : 661292 1024A

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 250.00 285.00

ORDER DATE : August 17, 1995

ORDER TIME : 10:36 AM

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ORDER NO. : 661232

CUSTOMER NO: 1024A

CUSTOMER: M Timothy Hanlon, Esq  
ALLEY MAASS ROGERS & LINDSAY,  
PA  
321 Royal Poinciana Plaza  
P. O. Box 431  
Palm Beach, FL 33480

DOMESTIC FILING

NAME: JJS VESSELS, L.C.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN AUG 18 1995

FILED  
95 AUG 17 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
JJS VESSELS, L.C.

FILED  
95 AUG 17 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 JJS Vessels, L.C., and its principal office shall be located at c/o 321 Royal Poinciana Plaza Palm Beach, Florida 33480, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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 those 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:

John J. Southard  
8181 Willow Tree Way  
Alpharetta, GA 30202

Sharon Southard  
8181 Willow Tree Way  
Alpharetta, GA 30202

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

Members shall have the right to admit new members by majority 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 all 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 unanimous consent of the remaining members.

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

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by each member in equal shares. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in equal shares.

**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 to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

John J. Southard 50%  
Sharon Southard 50%

The distributive share of the profits shall be determined and paid to the members as of December 31 of each year.

(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 equal shares or the following shares:

John J. Southard 50%  
Sharon Southard 50%

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist until August 15, 2025, 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 Poinclana Plaza, City of Palm Beach, County of Palm Beach, State of Florida, 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 JJS Vessels, L.C.

Executed by the undersigned at Alpharetta Georgia, on August 16, 1995.



\_\_\_\_\_  
John J. Southard



\_\_\_\_\_  
Sharon Southard

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself/herself as registered agent for JJS Vessels, Inc. and agrees to serve in compliance with all applicable Florida Statutes.

Robb R. Maass

Robb R. Maass

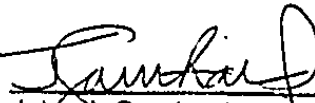
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF GEORGIA       )  
                                  )SS  
COUNTY OF Fulton     )

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

1. The limited liability company identified above has at least two members.
2. The total amount of cash to be contributed by the members is \$10,000.00.
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 in connection with the organization of this company is \$10,000.00. This total includes the amounts from 2 and 3 above. The members intend to contribute any additional amounts in the future which are necessary to sufficiently capitalize the company.



John J. Southard

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

The foregoing instrument was acknowledged before me this 16 day of August, 1995 by John J. Southard, who is personally known to me or who has produced Drivers License as identification.

Thomas M. Trainer  
Notary Public

Thomas M. Trainer  
Notary Public Printed

My Commission Number: N/A

My Commission Expires: March 4, 1996

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

L9500000635  
LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996  
FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED

96 FEB 28 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING FEE \$238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company  
DOCUMENT # L9500000635

JJS VESSELS, L.C.  
% 321 ROYAL POINCIANA PLAZA  
PALM BEACH FL 33480

1a. Principal Place of Business Address

% 321 ROYAL POINCIANA PLAZA  
PALM BEACH FL 33480

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/17/1995	FL
City & State		City & State		4. FET Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	65-0602457	
7. Name and Address of Current Registered Agent				5. Date of Last Report	6. Certificate of Status Desired

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

8. Name and Address of New Registered Agent

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

Suite, Apt. #, etc.

City

500001729075  
-03/01/96--01038--005  
\*\*\*\*\*338-75  
\*\*\*\*\*238-75  
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 \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SOUTHARD, JOHN J	<del>9101 WILLOW TREE WAY</del> *	<del>ALPHARETTA GA</del> *
MGRM	SOUTHARD, SHARON	<del>9101 WILLOW TREE WAY</del> *	<del>ALPHARETTA GA</del> *
		* HARBOR POINT MARINA 2249 MONET RD	PALM BEACH GARDENS, FL 33410-3448

2/29/96

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(3)(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: J. Southard 2/23/96 (407) 312-1246  
SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER Date Daytime Phone #