

networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 719775 8878A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : October 30, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 719775

CUSTOMER NO: 8878A

CUSTOMER: Wendy Roston, Legal Asst
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

200001629152

-11/06/95--01034--012

****337.50 ****122.50

DOMESTIC FILING

NAME: EXCEL MARITIME MANAGEMENT
SERVICES, L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 OCT 30 PM 3:12 95 OCT 30 11:15
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. BROWN OCT 30 1995

ARTICLES OF ORGANIZATION
OF EXCEL MARITIME MANAGEMENT SERVICES, L.C.

FILED
95 OCT 30 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the limited liability company shall be EXCEL MARITIME MANAGEMENT SERVICES, L.C. (the "Company"), and its principal place of business shall be in the City of Miami, County of Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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, good will, 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 the 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 thereof, 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 herein or 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. 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 the 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 herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the Company. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

(b) Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business.

ARTICLE IV
LIMITED LIABILITY COMPANY MANAGEMENT

The Company shall be managed by six managers. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of said managers. The names and addresses of the persons who shall serve as such managers until the first annual meeting of members or until their successors are elected.

Lewis A. Fraser
1 So. Biscayne Blvd.
Miami, Florida 33131

Lewis A. Fraser II
1 So. Biscayne Blvd.
Miami, Florida 33131

Michael Sean Oakley
1 So. Biscayne Blvd.
Miami, Florida 33131

Alfonso Lavarello
Via de Marini, 60
16121 Genoa, ITALY

Alberto Sacconaghi
24, Avenue de
Fontvieille
MC 98000 MONACO

Salvatore Mottola
1 So. Biscayne Blvd.
Miami, Florida 33131

ARTICLE V
DURATION

The Company shall exist perpetually, unless dissolved in a manner provided by law as provided in the regulations adopted by the members. The Company shall be dissolved in the event of termination of a member's membership unless all remaining members unanimously agree to continue the business of the Company.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 1 South Biscayne Blvd., Miami, Dade County, Florida 33131.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The address of the initial registered office of the Company is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

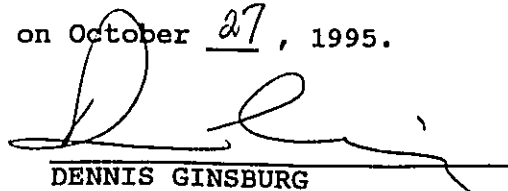
Members shall have the right to admit new members by the consent of a majority of the existing members. Contributions required of new members shall be determined as of the time of their admission to the Company.

A member's interest in the Company may be evidenced by a certificate of limited liability company interest issued by the Company, but may not be sold or otherwise transferred except with the written consent of a majority of all members.

Upon 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 only if unanimously agreed by such remaining members.

The undersigned, being the authorized agent of one of the original members of the Company, hereby certifies that the foregoing constitutes the proposed Articles of organization of EXCEL MARITIME MANAGEMENT SERVICES, L.C.

Executed at Miami, Florida, on October 27, 1995.


DENNIS GINSBURG

ARTICLE.ORG
4/1*4127

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida)
) SS
County of Dade)

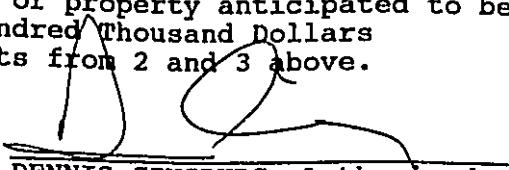
The undersigned member or authorized representative of a member of **EXCEL MARITIME MANAGEMENT SERVICES, L.C.**, after being duly sworn, deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is One Hundred Dollars (\$100.00).

3. The agreed value of property, if any, other than cash contributed by members is \$ None. A description of the property (if any) is attached and made a part hereof.

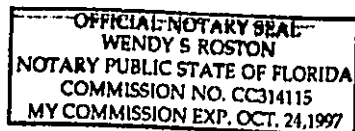
4. The total amount of cash or property anticipated to be contributed by members is Three Hundred Thousand Dollars (\$300,000.00). This includes amounts from 2 and 3 above.


DENNIS GINSBURG, Authorized
Representative of a member

BEFORE ME, the undersigned Notary Public, personally appeared DENNIS GINSBURG on this 27 day of October, 1995, who is personally known to me and who did take an oath, and he acknowledged before me that he executed the same as his act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Miami, Dade County, State of Florida this 27 day of October, 1995.

My Commission Expires:



 (SEAL)
Signature of Officer

Wendy S. Roston
Name of Officer

NOTARY PUBLIC
Title

Serial Number (if any)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 609.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE
AND REGISTERED AGENT IN FLORIDA.

95 OCT 30 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is
EXCEL MARITIME MANAGEMENT SERVICES, L.C.
2. The name and address of the registered agent and office
is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVESTATED LIMITED LIABILITY COMPANY AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Corporation Service Company

By:

Karen B. Bozar
Its Agent, Karen B. Bozar

Date: October 30, 1995

CERTFCT.001
4/1*4127

L95000000826

VIA S, JR., P.A.

ATTORNEY AT LAW
DADELAND TOWERS
SUITE 308
1300 S DADELAND BLVD
MIAMI, FLORIDA 33150

WILLIAM P HARRIS, JR
THOMAS L HARRIS

TELEPHONE (305) 670-7000
FACSIMILE (305) 670-7056

April 29, 1996

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

0000001209920
05/06/96--01096--014
*****87.50 *****87.50

Re: Excel Maritime Management Services, L.C.
Document # L950000006826
Name Change to: FRA-ZER WORLDWIDE CATERING, L.C.

Dear Ms. Motham:

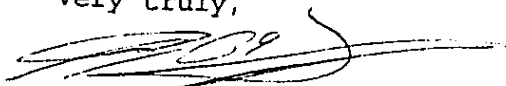
On behalf of my client, Excel Maritime Management Services, L.C., I submit the following regarding the change of name to Fra-Zer Worldwide Catering, L.C.:

1. Original and one (1) copy, both duly signed, of the Certificate of Amendment to Articles of Organization.
2. A check for \$87.50 for filing the Articles and a certified copy of same to be returned to me in the enclosed self addressed, stamped envelope.

Please call or fax me if you have any questions.

Thank you.

Very truly,



William P. Harris, Jr.

WPH/md

Enclo.

C.C. Mr. Lewis A. Fraser

SH $\frac{5}{13}$
NC

96 MAY -3 AM 6:22

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
EXCEL MARITIME MANAGEMENT SERVICES, L.C.

RECORDED
INDEXED
MAR 3 1996
FBI

Pursuant to the provisions of section 608.411, Florida Limited Liability Company Act, Excel Maritime Management Services, L.C. adopts the following Certificate of Amendment to its Articles of Organization filed with the Florida Secretary of State on October 30, 1995 (Doc.#L95000000826):

FIRST

Article I of the Articles of Organization of the Company is hereby amended in its entirety to read as follows:

ARTICLE I- NAME

The name of the limited company shall be FRA-ZER WORLDWIDE CATERING, L.C. (the "Company"), and its principal place of business shall be in the City of Miami, County of Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

SECOND

This amendment was adopted on February 15, 1996.

THIRD

The foregoing amendment was adopted by the Company's board of managers and its members whose vote for the amendment was sufficient for approval.

Signed this 15th day of February, 1996.

EXCEL MARITIME MANAGEMENT
SERVICES, L.C., a Florida
limited liability company

By: _____

Lewis A. Fraser

Title: Chairman of the
Board of Managers
and Authorized
Representative of
the Members of the
Company

APPLICATION FOR
REINSTATEMENT FOR
LIMITED LIABILITY COMPANY



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

APPROVED
AND
FILED

96 SEP 16 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 ad

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L 95000000826**

Fra-Zer Worldwide Catering, L.C.
100 S. Biscayne Blvd., Suite 700
Miami, FL 33131-2037007

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

2. Mailing Address		2a. Principal Place of Business	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

REINSTATEMENT

1a. Principal Place of Business Address

100 S. Biscayne Blvd.,
Suite 700
Miami, FL 33131-2037007

3. Date Organized or Qualified	3a. State of Formation
October 30, 1995	Florida
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
65-0633306	
5. Date of Last Report	6. Certificate of Status Desired
-	<input checked="" type="checkbox"/> \$6.75 Additional Fee Required

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent
Corporation Service Company 1201 Hays Street Tallahassee, FL 32301	Name Atrium Registered Agents, Inc. Street Address (P.O. Box Number is Not Acceptable) 1500 San Remo Suite, Apt. #, etc. Suite 125 City Coral Gables FL 33146 Zip Code

9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.

Atrium Registered Agents, Inc.
Signature of Registered Agent by: Dennis Ginsburg Date September 11, 1996
Vice President

10. Title	Managing Members/Managers	Business Street Address	City, State & Zip Code
Mgr	Lewis A. Fraser	100 S. Biscayne Blvd., Suite 700	Miami, FL 33131
Mgr	Lewis A. Fraser, II	100 S. Biscayne Blvd., #700	Miami, FL 33131
Mgr	K. Dominick Fraser	100 S. Biscayne Blvd., Suite 700	Miami, FL 33131
Mgr	Alfonso Lavarello	Via De Marini, 60	16121 Genoa, Italy
Mgr	Alberto Sacconaghi	24, Avenue De Fontvielle	MC 98000 Monaco
Mgr	Salvatore Mottola	100 S. Biscayne Blvd., Suite 700	Miami, FL 33131

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-10/01/96--01063--001
****747.50 ****747.50

11. I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.416, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Managing Member/Manager: Lewis A. Fraser Date September 11, 1996 (305) 579-9001
Typed or printed name of signing Managing Member/Manager: Lewis A. Fraser, Manager

L95000000826

WILLIAM P. HARRIS, JR., P.A.

ATTORNEYS AT LAW
DADELAND TOWERS
SUITE 308
9300 S DADELAND BLVD
MIAMI, FLORIDA 33156

WILLIAM P. HARRIS, JR.
THOMAS L. HARRIS

TELEPHONE (305) 670-7000
FACSIMILE (305) 670-7056

October 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002312287--5
-10/06/97--01070--001
***105.00 ***105.00

Re: FRA-ZER WORLDWIDE CATERING, L.C. ("Company")
Document Number 95000000826
Articles of Dissolution

Gentlemen:

As attorney for the above referenced Company, I enclose the following:

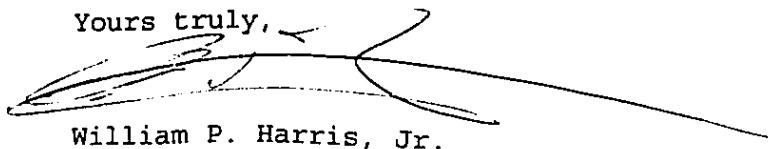
1. Articles of Dissolution: original duly signed by a member of the Company and one copy.
2. My check in the amount of \$105.00 to cover the fees for filing the Articles and for a certified copy.

Please return the certified copy to me.

Should you have any questions or need any additional information please telephone me collect.

Thank you.

Yours truly,



William P. Harris, Jr.

WPH/md

Enclo.

FILED
97 OCT 13 PM 6:15
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1997

WILLIAM P. HARRIS, JR., P.A.
9300 S. DADELAND BLVD., SUITE 308
MIAMI, FL 33156

SUBJECT: FRA-ZER WORLDWIDE CATERING, L.C.
Ref. Number: W97000022913

FILED
97 OCT 13 PM 1:15
STATE DEPT OF FLORIDA
TALLAHASSEE, FLORIDA

We have received your document for FRA-ZER WORLDWIDE CATERING, L.C. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

Articles of Dissolution for a Florida limited liability company must be signed by all members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 897A00049173

ARTICLES OF DISSOLUTION
OF
FRA-ZER WORLDWIDE CATERING, L.C.

Pursuant to section 608.445 of the Florida Limited Liability Company Act ("Act"), this Company submits these Articles of Dissolution:

FIRST: The name of the Company is Fra-Zer Worldwide Catering, L.C., a Florida limited liability company ("Company"). The Company's document number is 195000000826.

SECOND: The effective date of the Company's dissolution shall be upon the filing of these Articles of Dissolution with the Department of State.

THIRD: Dissolution of the Company was authorized on September 5, 1997 by the unanimous written agreement of the members of the Company, pursuant to section 608.441(1)(b) of the Act. (See Attached)

FOURTH: All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made therefor pursuant to Section 608.4421 of the Act.

FIFTH: All the remaining property and assets of the Company have been distributed among its members in accordance with their respective rights and interest.

SIXTH: The Company has made adequate provisions for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit, if any.

Signed this 23rd day of September, 1997.

Tiller Maritime Management Services, Inc.,
Member

By: 
Lewis A. Fraser, President
and Director

FILED
97 OCT 13 PM 1:55
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF ACTION BY THE MEMBERS OF
FRA-ZER WORLDWIDE CATERING, L.C.

The undersigned, being all of the members of Fra-Zer Worldwide Catering, L.C., a Florida limited liability company ("Company"), waive any and all requirements for calling, giving notice of and holding a meeting of the members of the Company and, in lieu of such meeting and pursuant to section 608.422 of the Florida Limited Liability Company Act ("Act") and the Company's Regulations, consent to the adoption of the following resolutions:

RESOLVED, that the Company shall be dissolved pursuant to section 608.441(1)(b) of the Act;

RESOLVED, that the Company make adequate provisions for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit, if any;


RESOLVED, that any and all claims against, and any and all liabilities and obligations of, the Company shall be disposed of, to the extent possible, by distribution of any and all assets in accordance with section 608.4221(10) of the Act; and

RESOLVED, that the officers of the Company are authorized to do any and all things necessary or convenient to carry these resolutions into effect.

The undersigned have executed this instrument as of this 19th day of September, 1997.


Tiller Maritime Services, Inc.,
Member

by:


Lewis A. Fraser,
President

Zerbone Catering of Italy, Inc.,
Member

by:


Alfonso Lavarello,
President