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1960000012

ACCOUNT NO. : 072100000032

REFERENCE : 788701 1024A

AUTHORIZATION : Patricia P. Pitt

COST LIMIT : \$ 205.00

ORDER DATE : January 2, 1996

ORDER TIME : 9:25 AM

ORDER NO. : 788701

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CUSTOMER NO: 1024A

CUSTOMER: Warren D. Hayes, Sr, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME: BLUE CLAW, L.C.

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
96 JAN -2 AM 11:14
DIVISION OF CORPORATION

FILED
96 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 5 1996



96 JAN -4 PM 2:21
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 3, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BLUE CLAW, L.C.
Ref. Number: W96000000093

*This was submitted on
1-2-96 please give the
2nd's file date*

We have received your document for BLUE CLAW, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The principal office listed on the Registered Agent Acceptance page and in Article I must be the same.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 596A00000160

ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF Blue Claw, 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.

FILED
96 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Blue Claw, L.C., and its principal office shall be located at 757 S.E. 17th Street, Suite 753, Fort Lauderdale, FL 33316.

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. James C. Brady, Jr., Box 351, Gladstone, NJ 07934; and
2. James C. Brady, III, Box 351, Gladstone, NJ 07934.

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

James C. Brady, Jr., shall contribute the vessel "Blue Claw," a 1993, "Ocean," 31 foot motoryacht. James C. Brady, III, shall contribute the amount of \$100.00 cash. 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 Warren D. Hayes, Sr.

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

Executed by the undersigned member as of execution at Gladstone, NJ on December 12, 1995, the undersigned member declares under penalties of perjury that the facts stated herein are true.


James C. Brady, Jr., Member

Dated: December 22, 1995

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NEW JERSEY)
)ss:
COUNTY OF Somerset)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Blue Claw, 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 \$100.00.
3. The total amount of property contributed by the members is \$50,000.00 in the form a vessel. No other property has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,100.00. This total includes the amounts from 2 and 3 above.

James C. Brady, Jr.
James C. Brady, Jr.
(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 27th day of December, 1995 by James C. Brady, Jr., who is personally known to me or who has produced _____ as identification.

Marie P. Toto
Notary Public
Marie P. Toto
Notary Public Printed
My Commission Number:
My Commission Expires:
MARIE P. TOTO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 10, 1996

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

FILED
96 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

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 Blue Claw, L.C.

The name of the registered agent for Blue Claw, L.C. is Warren D. Hayes, Sr., and the street address of the company's ~~Registered~~ office where the agent is located is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

This statement is to acknowledge that, as indicated above, Blue Claw, L.C. has appointed me, Warren D. Hayes, Sr., 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: December 22, 1995

Warren D. Hayes Sr.
Warren D. Hayes, Sr.

The foregoing instrument was acknowledged before me this 22th day of December, 1995 by Warren D. Hayes, Sr., who is personally known to me.

Susan W. Jordan
Notary Public

Notary Public Printed
My Commission Number:
My Commission Expires:

