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POST OFFICE BOX 5098
HILTON HEAD ISLAND, SOUTH CAROLINA 29938-5098

January 18, 1996

VIA UPS OVERNIGHT

300001693463
-01/19/96--01001--002
*****285.00 *****285.00

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Amelia Island Adventures, LLC

Dear Sir:

Enclosed please find Articles of Organization and Affidavit of Membership and Contributions for a Limited Liability Company, in duplicate, and required filing fee of \$285.00 for Amelia Island Adventures, LLC.

Please provide the undersigned with a filed copy as soon as possible. Thank you for your prompt assistance in this matter.

Very truly yours,

FRASER & ALLEN, LLC

Richard B. Allen
Richard B. Allen

FILED
96 JAN 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RBA/tn
Enclosures

1-24-96

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

FILED

90 JUN 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- Name

The name of the Limited Liability Company is:

Amelia Island Adventures, LLC

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

4800 Amelia Island Parkway, #B130
Amelia Island, Florida 32032

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

Thirty (30) years, unless continued by a majority consent of the members.

ARTICLE IV -Management

The Limited Liability Company is to be managed by the members and the names(s) and address(es) of the managing member(s) is/are:

Theodore E. Melson
4800 Amelia Island Parkway, #B130
Amelia Island, Florida 32032

Arthur M. Sanchez, Jr.
1428 Holly Drive
Fernandina Beach, Florida 32032

The terms of any Operating Agreement (Regulations) shall take precedence over the Articles of Organization and state law to the extent it is allowed to under state law.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

Theodore E. Melson
4800 Amelia Island Parkway, #B130
Amelia Island, Florida 32032

ARTICLE VI - Registered Agent

The street address of the initial registered office of the Limited Liability Company is:

4800 Amelia Island Parkway, #B130
Amelia Island, Florida 32032

ARTICLE VII - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be based upon a majority consent of the members.

ARTICLE VIII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be based upon a majority consent of the members.

1-18-95

(Date)

Theodore E. Melson

(Signature of Member or the Authorized
Representative of a Member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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 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.

Theodore E. Melson

(Signature)

1-18-95

(Date)

(FLA. - LLC 3207)

FILED
JAN 19 PM 12:25
96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Amelia Island Adventures, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 605.408(2), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

FILED
95 JAN 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

J. SIMON FRASER, P.A.

FRASER & ALLEN, LLC

ATTORNEYS AT LAW
THE JACOBI BUILDING, SUITE 500
52 NEW ORLEANS ROAD
POST OFFICE BOX 5008
HISTON, ISLAND SOUTH CAROLINA 29928-5008

RICHARD B. ALLEN, P.A.

PHONE: (803) 785-3311 FAX: (803) 785-3312

March 20, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Amelia Island Adventures, LLC
Assigned Document No.: L96000000103

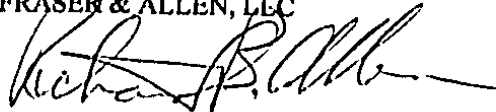
Dear Sir or Madam:

Please be advised that the zip code you have on your records for the principal office of the above-referenced limited liability company is incorrect. The correct zip code is 32034. Please change your records accordingly.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

FRASER & ALLEN, LLC



Richard B. Allen

RBA/tn

updated LR 3/26