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Michael D. Block
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Winston J. Block
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September 5, 1996

Timothy A. Clark
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FLORIDA SECRETARY OF STATE
Divisions of Corporations
P.O. Box 6327, Tallahassee, FL 32314
FEDEX ADDRESS
409 East Gaines Street
Tallahassee, FL 32399, (904)487-6056

600001941606
-09/06/96--01083--001
*****285.00 *****285.00

RE: BBIG SHIP LEASING CO., L.C.

Dear Madam:

Please find the enclosed Articles of Organization for the above limited liability company. My check for the \$285.00 file fee is also enclosed.

An extra copy of the Articles of Organization is provided to be "file" stamped and returned.

I provide a UPS envelope with completed Air Bill for use in returning this instrument to me.

Should there be any problem or question, please call the undersigned. Thank you for your attention to this matter.

Very truly yours,

WINSTON J. BLOCK

WJB/mjm

SEP 10 1996

B5B

Enclosures: Check for \$285.00 - Articles of Organization - UPS envelope and air bill.

624
W96-18956

FILED
-96 SEP 13 AM 8:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1996

BLOCK, KROCKEY, CERNUGEL & COWGILL, P.C.
19 WEST JEFFERSON STREET
JOLIET, IL 60432

SUBJECT: BBIG SHIP LEASING CO., L.C.
Ref. Number: W96000018958

We have received your document for BBIG SHIP LEASING CO., L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 096A00042050

9/12/96 -

*Be submitted to be filed. Enclosed
please also send additional copy,
UPS envelope and completed Air Bill - please
send "file" stamped copy back in same.
Thank you for your attention to this matter*

FILED

96 SEP 13 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
of**

UBIG SHIP LEASING CO., L.C.
A Florida Limited Liability Company

Article One - Name

The name of the limited liability company is **UBIG SHIP LEASING CO., L.C.**

Article Two - Address

The mailing and street address of the principal office of the limited liability company
456 West Davis Blvd. Tampa is FL 33 606

Article Three - Duration

The duration of the limited liability company shall be perpetual.

Article Four - Initial Registered Agent and Principal Office Address

The name and street address of the initial registered agent of this limited liability
company is Name, Address.

Nick Martinez
456 West Davis Blvd.
Tampa, FL 33606

Article Five - Management

This limited liability company is to be managed by managers acting as a Board of
Managers. The managers who are to serve as managers until the first annual meeting of
members or until their successors are elected and qualify are:

Name and
Winston J. Block

Address
19 W. Jefferson
Joliet, IL 60432

Article Six - Initial Members and Admission of Additional Members

The initial members of the limited liability company shall be Winston J. Block and Michael D. Block as Trustee. The members shall have the right to admit additional members upon such terms and conditions as the members at a meeting called upon not less than twenty four hours notice shall adopt by a vote of a majority of the members in attendance.

Article Seven - Action Taken by the Members

The members shall have the right to exercise any authority given to the members by Florida law or reserved to the members by these Articles of Organization either by unanimous written consent or by a vote of majority of the members in attendance at a meeting when a quorum equal to fifty percent (50%) or more of the members has been attained. Meetings may be held by telephone under the circumstances specified for general corporations in F.S. §607.0620(4). Unless waived notice of meetings of the members shall be given not less than twenty four hours prior to the meeting.

Article Eight - Amendment

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, in accordance with the provisions of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned as representative of all of the members of the limited liability company has executed these Articles of Organization this 5 day of Sept 1996



Winston J. Block, Members Representative

Acceptance of Registered Agent

Having been named to accept service of process for the above limited liability company at the place designated in Article Four of these Articles of Organization, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of the duties of a registered agent. I am familiar with and accept the obligations of my position as registered agent.

Dated this ___ day of ___, 199__.

Affidavit of Membership & Contributions

The undersigned representative of all of the members of BBIG Ship Leasing Co., L.C. deposes and says:

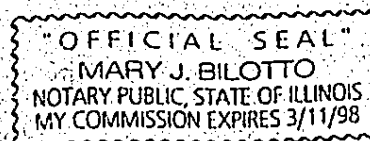
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is one hundred dollars.
3. The members do not anticipate contributing property other than cash.
4. The total amount of cash or property anticipated to be contributed by the members is one hundred dollars.

This Affidavit dated

Winston J. Block, Member Representative

BEFORE ME the undersigned authority personally appeared Winston J. Block who is personally known to me and who being duly sworn did affirm under penalties of perjury that the facts stated in the foregoing Affidavit are true.

Mary J. Bilotto, Notary Public



**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Charter 48.091, Florida Statutes, the following is submitted:

That BBIG Ship Leasing Co., L.C. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tampa, County of Hillsborough, State of Florida, has named Neri L. Martinez, located at 456 West Davis Boulevard, City of Tampa, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to at in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Neri L. Martinez

REGISTERED AGENT

FILED
96 SEP 13 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA