

L95000001074

10/10/96

6

120

48769

839

CORPORATE

CREATIONS

PAGE

01

10/10/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

104

((H96000014321 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.  
CONTACT: FRANK A RODRIGUEZ  
PHONE: (361)694-8107

ACCT#: 072100000245

FAX #: (361)694-1639

NAME: JET SKI SERVICE USA, L.C.

AUDIT NUMBER.....H96000014321

DOC TYPE.....LIMITED LIABILITY COMPANY

CHART. OF STATUS..1

PAGES.....5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$293.75

EFFECTIVE DATE

10-10-96

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED

96 OCT 11 PM 2:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 11 PM 3:02

FILED

890-44187  
10/11/96

**Articles of Organization  
of  
Jet Ski Service USA, L.C.**

H96000014321  
FILED  
OCT 11 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I. Name**

The name of this Florida limited liability company is:  
Jet Ski Service USA, L.C.

**Article II. Duration**

EFFECTIVE DATE  
10-10-96

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

**Article III. Address**

The mailing address and the street address of the principal office of the Company is:  
Jet Ski Service USA, L.C.  
908 N.E. 25 Avenue  
Hallandale FL 33009

**Article IV. Registered Agent**

The name and address of the registered agent of the Company is:  
Elena Bonder  
908 N.E. 25 Avenue  
Hallandale FL 33009

**Article V. Percentage Interest: Membership Certificate**

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

H96000014321

H96000014321

**Article VI. Dissolution**

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

**Article VII. Transferability of Member's Interest**

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Article VIII. Management**

The management of the Company is reserved to the members. The name and address of each managing member is:

Todofiltro, S.A.  
906 N.E. 25 Avenue  
Hialeah FL 33009

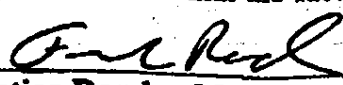
Matias Bonder  
906 N.E. 25 Avenue  
Hialeah FL 33009

Nautica Internacional, S.A.  
906 N.E. 25 Avenue  
Hialeah FL 33009

**Article IX. Company Existence**

The Company's existence shall begin effective as of October 10, 1996

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Matias Bonder, Member  
by F.A. Rodriguez as attorney-in-fact

Date: October 11, 1996

H96000014321

Juris Magister Corporate Services  
80 S.W. 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

H96000014321


## Affidavit of Capital Contributions

**LIMITED LIABILITY COMPANY:**  
**Jet Ski Service USA, L.C.**

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Matias Bonder, Member  
by F.A. Rodriguez as attorney-in-fact  
Date: October 11, 1996

H96000014321

H96000014321

## **Certificate Of Designation Registered Agent And Registered Office**

**LIMITED LIABILITY COMPANY:**  
**Jet Ski Service USA, L.C.**

**REGISTERED AGENT:**  
**Elena Bonder**  
**908 N.E. 25 Avenue**  
**Hallandale FL 33009**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Elena Bonder  
by F.A. Rodriguez as attorney-in-fact

Date: October 11, 1996

FILED  
96 OCT 11 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000014321

**Juris Magister Corporate Services**  
**80 S.W. 8th Street, Suite 2077**  
**Miami FL 33130**  
**305-373-5802**