

ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET  
TAMPA, FLORIDA 33606

ROBERT K. EDDY  
CRAIG E. ROTHBURD  
MICHAEL R. WALLACE\*  
\* AINEX ADMITTED BY GILBERT

Telephone: (813) 251 8800

Telecopier: (813) 251 5042

February 27, 1997

WIA FEDERAL EXPENSE

Secretary of State  
Attn: Division of Corporations  
409 E. Gaines  
Tallahassee, FL 32399

Re: Articles of Organization  
File No. 3863

600002101386--0  
-02/28/97--01100--003  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Clerk:

Please find enclosed Articles of Organization of World Expositions, L.C. and the required filing fee of \$285.00. Please return proof of filing of the Articles of Organization in the envelope provided.

Very truly yours,

Craig E. Rothburd, Esq.

CER/mlr

Enc.

97 FEB 28 PM 10:24

FEB 28 1997

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**ARTICLES OF ORGANIZATION  
OF  
WORLD EXPOSITIONS, L.C.**

**ARTICLE I**

**NAME**

The name of this Limited Liability Company is WORLD EXPOSITIONS, L.C.

**ARTICLE II**

**DURATION**

This Limited Liability Company shall exist for a period of Thirty (30) years commencing on the date of filing of these Articles of Organization with the Florida Department of State.

**ARTICLE III**

**PURPOSE**

This Limited Liability Company is created for the purpose promoting "Boat Shows" as well as transacting any and all other lawful business as may be agreed upon from time to time by its members.

**ARTICLE IV**

**PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Liability Company shall be 12805 SouthWest 104th Terrace, Miami, Florida 33186. The mailing address of the business is: P.O. Box 24360, Tampa, Florida, 33623.

The initial Registered Agent of the Limited Liability Company shall be James J. Murphy, 5552 Harborside Dr., Tampa, Florida 33615.

**FILED**  
97 FEB 28 PM 10:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE V**

### **CONTRIBUTION OF CAPITAL**

The initial capital of this Limited Liability Company shall consist of cash of \$200.00.

The capital will be contributed by members in the following proportions:

Seabreeze Financial Corporation	\$100.00
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Dale S. Robbins	\$100.00
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No member shall be entitled to receive interest on his or her contribution to capital.

## **ARTICLE VI**

### **MANAGEMENT OF BUSINESS**

The management of this Limited Liability Company shall be vested in its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. Decisions shall be by a majority vote.

The names and addresses of the members of this Limited Liability Company are:

Seabreeze Financial Corporation  
P.O. Box 24360  
Tampa, Florida 33623

Dale S. Robbins  
12805 SW 104th Terrace  
Miami, Florida 33623

## **ARTICLE VII**

### **REGULATIONS**

At the time of executing these Articles of Organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these articles. The power to alter, amend or repeal these regulations shall be vested in the members of this company as decided by majority vote.

## **ARTICLE VIII**

### **TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Liability Company may be transferred or assigned, voluntarily or involuntarily, only with the unanimous written consent of all the remaining members of the Limited Liability Company. The transferee of interest of any member shall have no right to participate in the management of the business and the affairs of the Limited Liability Company or to become a member without unanimous written consent of all of the remaining members. The transferee shall be entitled to receive only the share of profits or other compensation by way of income or return of contributions to which that member otherwise would be entitled.

## **ARTICLE IX**

### **PROFITS AND LOSSES**

The members of this Limited Liability Company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his or her distributive share of the profits according to his or her pro rata contribution to capital and interest in the Limited Liability Company. Losses shall be passed through to each member in the same proportion according to his or her pro rata interest in the company.

## **ARTICLE X**

### **WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall cease doing business and its existence shall terminate.

## **ARTICLE XI**

### **AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by the unanimous vote in interest of the members, and the amendments shall then be filed, with the Florida Department of State after being duly executed by each of the members of the Limited Liability Company. All members of the Limited Liability Company agree to abide by the unanimous decision and agree to execute such amendments for the purpose of filing them with the Florida Department of State.

IN WITNESS WHEREOF, Seabreeze Financial Corporation, a member of World Expositions, L.C., has executed these Articles of Organization on this 27 day of February, 1997.

SEABREEZE FINANCIAL CORPORATION

By: James J. Murphy  
James J. Murphy, President

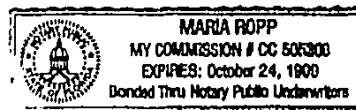
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 27 day of February 1997, personally appeared James J. Murphy, President of Seabreeze Financial Corporation, to me well known to be the person(s) described in and who executed the foregoing Articles of Organization, for the purposes stated therein, and that they acknowledged to me that they executed the same freely and voluntarily.

THE FOREGOING instrument was acknowledged before me this 27 day of February, 1997, who is personally known to me or who has produced a Florida # 100450 as 34-4609 identification.

Maria Ropp  
NOTARY PUBLIC

My Commission Expires:



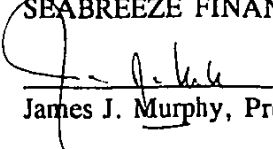
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

WORLD EXPOSITIONS, L.C., with its principal place of business at 12805 SouthWest 104th Terrace, in the City of Miami, County of Dade, State of Florida, 33186, has named James J. Murphy, located at 5552 Harborside Drive, City of Tampa, County of Hillsborough, State of Florida, 33615, as its agent to accept service of process within the State of Florida.

WORLD EXPOSITIONS, L.C.

By: SEABREEZE FINANCIAL CORPORATION

  
James J. Murphy, President

Acknowledgment of Registered Agent and duties pursuant to Chapter 608, Florida Statutes.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 608, of the Florida Statutes, relative to keeping open the above office address for the purpose of service of process.

  
JAMES J. MURPHY

DATE: 2-27-97

**FILED**  
97 FEB 28 PM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF WORLD EXPOSITIONS, L.C.**  
**PURSUANT TO CHAPTER 608 FLORIDA STATUTES**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, the undersigned authority, personally appeared JAMES J. MURPHY, President, Seabreeze Financial Corporation, who, being duly sworn and deposed states as follows:

1. That the Affiant is the President of Seabreeze Financial Corporation, and he is familiar with the facts contained herein and is authorized to make this affidavit on its behalf.
2. World Expositions, L.C. has at least two members, both of whom are listed in the Articles of Organization, to wit: Seabreeze Financial Corporation and Dale S. Robbins.
3. Both Seabreeze Financial Corporation and Dale S. Robbins have contributed \$100.00 cash to World Expositions, L.C. and no other property.

**FURTHER AFFIANT SAYETH NOT.**

SEABREEZE FINANCIAL CORPORATION

By: [Signature]  
James J. Murphy, President

FILED  
97 FEB 28 PM 10:24  
CLERK OF STATE  
TALLAHASSEE FLORIDA

The foregoing instrument was sworn to and subscribed before me this 27 day of February, 1997, by JAMES J. MURPHY. He is personally known to me or has produced [Signature] as identification and did take an oath.

MC10-450 34 469

NOTARY PUBLIC:

[Signature]

Sign

[Signature]

Print

State of Florida at Large (Seal)

My Commission Expires:

