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10/14/97 TUE FAX

JOHNSON BLAKELY

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(Unlimited)

10/14/97
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: MARIE LEE

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: ALPHA MARINE COMPANY, L.L.C.

AUDIT NUMBER.....H97000017092

DOC TYPE.....LIMITED LIABILITY COMPANY

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1997

JULIUS J. ZSCHEAU, ESQ.
JOHNSON, BLAKELY, POPE, BOROR ET AL
911 CHESTNUT ST.
CLEARWATER, FL 33756

SUBJECT: ALPHA MARINE COMPANY, L.L.C.
REF: W97000023513

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We have received your document for ALPHA MARINE COMPANY, L.L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H97000017092
Letter Number: 797A00050423

*10/15/97 - Document has been
corrected per telephone conversation. Thank you.*

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ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
ALPHA MARINE COMPANY, L.L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles"):

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ARTICLE I
Name

The name of this Company shall be: ALPHA MARINE COMPANY, L.L.C.

ARTICLE II
Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members;
3. Unanimous written consent of all of the members; and
4. Unanimous written consent of all of the managers.

Julius J. Zschau, Esq.
Florida Bar #195885
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
(813) 461-1818

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ARTICLE III Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with marine assets and all such other activities incidental or useful to the foregoing.

ARTICLE IV Place of Business

The principal place of business and mailing address of this Company shall be 655 Gulfview Boulevard, Clearwater Beach, Pinellas County, Florida, 33767, and such other place or places as may be designated by the managers from time to time.

ARTICLE V Registered Agent and Office

The initial registered agent for this Company shall be Julius J. Zschau and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI Capital Contributions

a. Initial Capital. The initial capital of this Company shall consist of the sum of cash of Five Hundred Dollars (\$500.00).

b. Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

c. Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A

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member shall be entitled to a return of his capital contribution by consent of all members.

ARTICLE VII
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement and Regulations.

ARTICLE VIII
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its sole manager who shall serve until the first annual meeting of members or until his successor is duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Stephan Ginez	655 Gulfview Boulevard Clearwater Beach, FL 33767

The manager(s) shall be elected by the members of this Company at its annual meeting each year by majority vote relative to their capital interest in this Company as set forth in the Operating Agreement and Regulations.

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ARTICLE X
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
Property

a. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. Title. The title to all property of the Company shall be held in the name of this Company.

c. Conveyances. The manager(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

ALPHA MARINE COMPANY, L.L.C

By: _____
_____ as Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

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ARTICLE XII
Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers; and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

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ARTICLE XIII
Regulations

The managers are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIV
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizers of ALPHA MARINE COMPANY, L.L.C. have executed these Articles of Organization this 13th day of October, 1997.


Stephan Ginez


Caroline G. Sharpie

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STATE OF FLORIDA)

COUNTY OF PINELLAS)

Subscribed and sworn to before me on this 13th day of October, 1997, by STEPHAN GINEZ, who:

[☒] (a) is personally known to me OR [] (b) who has produced a _____ (type of identification) as identification.

Shirlan S. Whitener
(Signature of Notary Public)

Shirlan S. Whitener

(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number
of Commission:

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Subscribed and sworn to before me on this 13th day of October, 1997, by CAROLINE G. CHARPIE, who:

[☒] (a) is personally known to me OR [] (b) who has produced a _____ (type of identification) as identification.

Shirlan S. Whitener
(Signature of Notary Public)

Shirlan S. Whitener

(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number
of Commission:



SHIRLAN S. WHITENER
MY COMMISSION # CC348891 EXPIRES
February 23, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

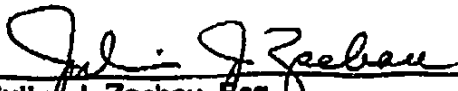


SHIRLAN S. WHITENER
MY COMMISSION # CC348891 EXPIRES
February 23, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.



Julius J. Zschau, Esq.
DATED: 10/13/97

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared Stephan Ginez, a member of ALPHA MARINE COMPANY, L.L.C., a Florida limited liability company, who upon being duly sworn, certified as follows:

1. ALPHA MARINE COMPANY, L.L.C. has two members.
2. The amount of current and anticipated capital contributions made by the members to ALPHA MARINE COMPANY, L.L.C., in the aggregate is Five Hundred Dollars (\$500.00).


Stephan Ginez

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STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 13th day of October, 1997, by STEPHAN GINEZ, as a member of ALPHA MARINE COMPANY, L.L.C., a Florida limited liability company. Said individual is personally known to me; or has produced (type of identification) as identification.


(Signature of Notary Public)

Shirlean S. Whitener

(Print, Type or Stamp Commissioned
Name of Notary Public)

Date of Expiration and Number

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SHIRLEAN S. WHITENER
MY COMMISSION # CC340001 EXPIRES
February 23, 1998
BONDED THROUGH TROY PAID INSURANCE, INC.

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