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LOUIS STINSON, JR., P.A.
ATTORNEY AT LAW
SUITE 305 • RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571
FACSIMILE (305) 667-0206

March 9, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****285.00 ****285.00

Re: AQUA TOURS, L.C.

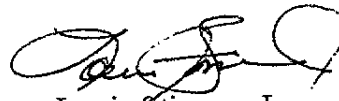
Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization for Aqua Tours, L.C., for filing, together with our firm check in the amount of \$285.00 representing the required filing fee.

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail.

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

Sincerely,


Louis Stinson, Jr.

Name	3/13/98
Availability	due
Document	LSJ:es
Examiner	Enclosures DCC
Updater	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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DIVISION OF CORPORATIONS
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April 7, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Aqua Tours, L.C.
Letter No. 098A00013827

Gentlemen:

Enclosed find the following:

1. Copy of your March 13, 1998 letter.
2. Revised Articles of Organization of Aqua Tours, L.C.
3. Affidavit as to initial contributions in capital.

I believe the foregoing fulfills the requirements set forth for acceptance of the Aqua Tours, L.C. Articles of Organization, however if not please advise.

Sincerely,



Louis Stinson, Jr.

LSJ:es
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1998

LOUIS STINSON, JR.
SUITE 305, RIVIERA PROFESSIONAL BLDG
4675 PONCE DE LEON BLVD
CORAL GABLES, FL 33146

SUBJECT: AQUA TOURS, L.C.
Ref. Number: W98000005673

We have received your document for AQUA TOURS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00013827

**ARTICLES OF ORGANIZATION
OF
AQUA TOURS, L.C.**

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

**ARTICLE I
NAME**

The name of this Limited Liability Company is: Aqua Tours, L.C.

**ARTICLE II
DURATION - DISSOLUTION**

The Company shall commence upon acceptance of these Articles of Organization for filing by the Florida Secretary of State and shall continue until the first to occur: (1) December 31, 2025; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon the unanimous written consent of the remaining Members.

**ARTICLE III
PURPOSE**

The purpose and business of the Company shall be to engage in any activity permitted under the laws of the State of Florida.

**ARTICLE IV
ADDRESS OF OFFICE AND AGENT**

4.1 Place of Business and Mailing Address. The principal office and mailing address of the Company is 800 Claughton Island Drive, Unit 1502, Miami, Florida 33139 or such other place or places as the Members may designate from time to time.

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4.2 Registered Agent. The initial Registered Agent of the Company is Louis Stinson, Jr., 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

ARTICLE V **MEMBERSHIP**

5.1 Election. Membership shall be a minimum of two (2) and a maximum of thirty-five (35) members. New Members may be admitted only upon the unanimous written consent of the initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the Interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, notwithstanding the foregoing, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member, officer, manager or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, officer, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI **CAPITAL**

6.1 Initial Capital. The initial capital of the Company shall be One Thousand (\$1,000) Dollars contributed by the initial Members as may be agreed among themselves. A Member's ownership in the Company shall be referenced to as a "Interest" or "Participation".

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by unanimous vote of the Members' Participation or as may otherwise be agreed by unanimous vote of the Members' Participation.

ARTICLE VII

DISTRIBUTIONS

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' Participation, adjusted from time to time by reason of additional capital contribution, as may be agreed in the Regulations of the Company, or as otherwise agreed among the Members in an operating agreement.

ARTICLE VIII

ASSETS

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

ARTICLE IX

MANAGEMENT

9.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation in accordance with the provisions of Article 9.3. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to an operating agreement among the Members regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company. The initial managing Members shall be Robert P. Neal, 800 Claughton Island Drive, Unit 1502, Miami, Florida 33139 and Louis Stinson, Jr., 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration.

9.3 Vote. Decisions on all matters shall be by unanimous vote of the Members' Participation unless specified to the contrary herein, in the Regulations of the Company or

as otherwise agreed by all the Members' Participation in an operating agreement. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

ARTICLE X **REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

ARTICLE XI **AMENDMENT**

These Articles of Organization, , may be amended at any time by the unanimous vote of the Members' Participation. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

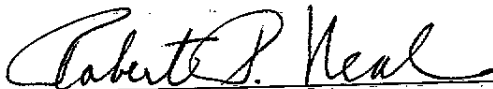
ARTICLE XII
NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as Organizers hereby execute these Articles of Organization this 10th day of March, 1998.



Louis Stinson, Jr., Organizer & Initial Member

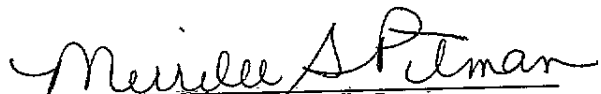


Robert P. Neal, Organizer & Initial Member

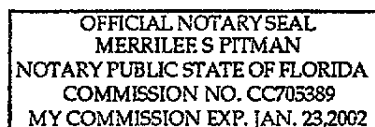
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

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The foregoing instrument was acknowledged before me this 10th day of March, 1998, by Louis Stinson, Jr., who is personally known to me or has produced as identification.


(Signature of Notary Public)

(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of March, 1998,
by Robert P. Neal, who is personally known to me or has produced
_____ as identification.

Merrilee S Pitman
(Signature of Notary Public)

(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:


OFFICIAL NOTARY SEAL
MERRILEE S PITMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC705389
MY COMMISSION EXP. JAN. 23, 2002

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AQUA TOURS, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated Aqua Tours, L.C. at the place designated in this Certificate, the undersigned, Louis Stinson, Jr. does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: March 9th, 1996.



Louis Stinson, Jr.
Registered Agent

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AFFIDAVIT

The undersigned is an initial member of Aqua Tours, L.C. and in accordance with Section 608.407(2) F.S. states as follows:

1. The initial members of this limited liability company are Robert P. Neal and Louis Stinson, Jr.
2. The amount of initial actual cash contribution shall be \$1,000 and no property other than cash shall be contributed.
3. The total cash and property anticipated to be contributed by the members shall not exceed \$100,000.

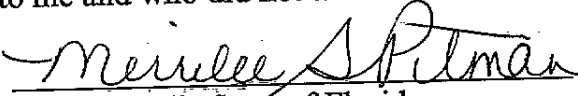
IN WITNESS WHEREOF, the undersigned has affixed his hand this 3rd day of April, 1998 in Coral Gables, Florida.


Louis Stinson, Jr.

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STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of April, 1998, by Louis Stinson, Jr., who is personally known to me and who did not take an oath.


Notary Public State of Florida
My Commission Expires:

OFFICIAL NOTARY SEAL MERRILEE S PITMAN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC705389 MY COMMISSION EXP. JAN. 23, 2002
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