

# L98000001065



ACCOUNT NO. : 072100000032

REFERENCE : 888962 10992A

AUTHORIZATION :

*Patricia Pizotti*

COST LIMIT : \$ 285.00

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DIVISION OF CORPORATIONS  
98 JUL 13 PM 3:18

ORDER DATE : July 13, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 888962-005

CUSTOMER NO: 10992A

500002587235--4

CUSTOMER: Ms. Dianne Gradillas  
SHARP SMITH & HARRISON, P.A.

Suite 630  
4830 W. Kennedy Boulevard  
Tampa, FL 33609

DOMESTIC FILING

NAME: NAUTICAL HOLDINGS, L.L.C., A  
LIMITED LIABILITY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifyer	<i>MBH</i>
Acknowledgement	<i>MBH</i>
W. P. Verifyer	<i>MBH</i>

5001-1065

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**RESUBMIT**

Please give original  
submission date as file date.

**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

July 13, 1998

CSC CORPORATION COMPANY  
DEBORAH SCHRODER

SUBJECT: NAUTICAL HOLDINGS, L.L.C.  
Ref. Number: W98000015825

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We have received your document for NAUTICAL HOLDINGS, L.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 affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 298A00037247

98 JUL 14 PM 2:09  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION  
OF  
NAUTICAL HOLDINGS, L.L.C., A LIMITED LIABILITY COMPANY

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this limited liability company is Nautical Holdings, L.L.C., which shall be referred to in these Articles of Organization as the "Company."

ARTICLE II  
PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Department of State of the State of Florida until the first to occur of the following:

- (a) December 31, 2045, or
- (b) Dissolution of the Company by law or in accordance with the Regulations adopted by the Company (as provided in Article IX hereof).

ARTICLE III  
MAILING ADDRESS AND STREET ADDRESS

The Company's mailing address is:

19345 U.S. Highway 19 North, 4th Floor  
Clearwater, Florida 34624

The Company's street address is:

19345 U.S. Highway 19 North, 4th Floor  
Clearwater, Florida 34624

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ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is 19345 U.S. Highway 19 North, 4th Floor, Clearwater, Florida 34624, and the name of its initial registered agent is Arthur H. Warshaw. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

No new members shall be admitted to the Company except in accordance with the Regulations. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Regulations.

ARTICLE VI  
CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall automatically cease and the Company automatically shall be dissolved unless the business of the Company is continued by the remaining members in accordance with the Regulations.

ARTICLE VII  
MANAGEMENT

Except as otherwise set forth in the Regulations, all powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of the managers of the Company, who shall perform such duties in accordance with the terms set forth in the Regulations. The managers shall consist of two (2) persons elected by majority vote of the members of the Company. Each manager shall serve a term equal to the greater of (i) one year, or (ii) until the election and qualification of the manager's successor; provided, however, any manager may be removed on the terms provided in the Regulations. A manager may be elected to an unlimited number of terms. The names and current addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

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Henrik N. Vanderlip, Manager  
133 River Road  
Cos Cob, Connecticut 06807

Arthur H. Warshaw, Manager  
Nautical Holdings, L.L.C.  
19345 U.S. Highway 19 North, 4th Floor  
Clearwater, Florida 34624

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#### ARTICLE VIII PURPOSES

The Company may engage in the transaction of any and all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

#### ARTICLE IX REGULATIONS

The members of the Company shall adopt by majority vote regulations (the "Regulations") (which shall also act as the operating agreement of the Company) pertaining to the regulation and management of the affairs of the Company and relations between and among the Company and its members, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations shall be repealed or amended only by the majority vote of the members of the Company, in a manner consistent with the laws of the State of Florida.

#### ARTICLE X ACKNOWLEDGMENT

The undersigned, being one of the members of the Company, does hereby certify that the foregoing constitutes the Articles of Organization of the Company. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Regulations of the Company, in a manner consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned organizer has executed these  
Articles of Organization this 8<sup>th</sup> day of July 1998.

NAUTICAL HOLDINGS, L.L.C.

By:



Arthur H. Warshaw

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ACCEPTANCE BY REGISTERED AGENT  
OF NAUTICAL HOLDINGS, L.L.C.

Having been appointed the registered agent of Nautical Holdings, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity, and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 8<sup>th</sup> day of July 1998.

A handwritten signature in black ink, appearing to read "Arthur H. Warshaw", written over a horizontal line.

Arthur H. Warshaw

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AFFIDAVIT

State of Florida                     )  
  )  
County of Hillsborough        )       ss:

Pursuant to Section 608.408(3), Florida Statutes, the undersigned (the "Affiant"), being duly sworn deposes and says:

1. Nautical Holdings, L.L.C. has at least one member.
2. The total amount of cash contributed by the member is \$1,000,000.
3. If any, the agreed value of property other than cash contributed by member is none.
4. The total amount of cash and property contributed and anticipated to be contributed by member is \$1,000,000.

8<sup>th</sup> IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this day of July, 1998.

  
Arthur H. Warshaw

Before me, the undersigned authority, personally appeared Arthur H. Warshaw who, being duly sworn, deposes and says he is a member of Nautical Holdings, L.L.C. and that in that capacity, he executed the foregoing instrument. He is personally known to me.

WITNESS my hand and official seal, this 8<sup>th</sup> day of July, 1998.

  
NOTARY PUBLIC

My Commission Expires:



SHARON D. GRADILLAS  
MY COMMISSION # CC417140 EXPIRES  
November 15, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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