



THE UNITED STATES
CORPORATION
COMPANY

L98000001487

ACCOUNT NO. : 072100000032

REFERENCE : 931156 4327828

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizut

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ORDER DATE : August 18, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 931156-005

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: NESUEDES CHARTERS, L.C. 600002619036--7

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

BK 8/18/98

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**ARTICLES OF ORGANIZATION
FOR
NESUEDES CHARTERS, L.C.**

The undersigned being a member or authorized representative of a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

ARTICLE I - NAME

The name of this limited liability company is NESUEDES CHARTERS, L.C.

ARTICLE II - DURATION

This limited liability company's duration shall be perpetual.

ARTICLE III - PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida,

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providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of this limited liability company is 600 Golden Harbor Drive, Boca Raton, Florida 33432.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this limited liability company at that address is ROBB MAASS.

ARTICLE VI - MEMBERSHIP RESTRICTIONS

Additional members may be admitted to the limited liability company provided that prior written consent is obtained from members holding at least a 75% interest in the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with prior written consent of members holding at least a 75% interest in the limited liability company.

On 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 limited liability company, the remaining members shall have the right to continue the business on the unanimous written consent of the remaining members.

ARTICLE VII - MANAGEMENT

This limited liability company shall be managed by the members and the name and address of the managing member is as follows:

Edward G. Weiner
600 Golden Harbor Drive
Boca Raton, Florida 33432

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend or repeal Regulations shall be vested in the members.

ARTICLE IX - AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.407(4), the undersigned member or authorized representative of a member of the limited liability company, executed these Articles of Organization this 17th day of August, 1998



ROBB MAASS, Authorized Representative
of EDWARD G. WEINER, a member.


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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
NESUEDES CHARTERS, L.C.**

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In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of the above limited liability company deposes and says:

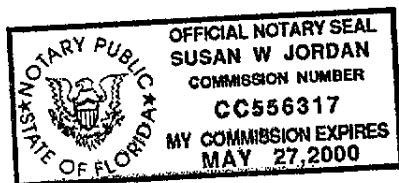
1. The limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$0.
3. No property other than cash has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$500,000.00. This total includes the amounts from 2 and 3 above.

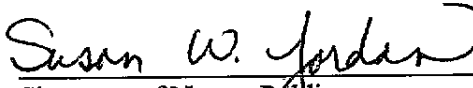


ROBB MAASS, Authorized Representative
of EDWARD G. WEINER, a member

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing was sworn to, subscribed and acknowledged before me this 17th day of August, 1998, by ROBB MAASS who is personally known to me or produced _____ as identification.





Signature of Notary Public

Notary Public printed name
Commission Number:
Expiration:

CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is NESUEDES CHARTERS, L.C.
2. The name and address of the registered agent and office is:

ROBB MAASS
Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, FL 33480

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ROBB MAASS

Date: 8/17/98