Division of Corporations

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: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (305)672-0686 Phone Fax Number : (305)672-9110

LIMITED LIABILITY AMENDMENT

BALF CHARTERS, L.L.C.

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective October 11, 2000 by the members pursuant to section 608.408, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Marco Charters, LLC

Old Name: Balf Charters, LLC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 2, 1998.

Article III. Address

The Company's street and mailing address is:

Marco Charters, LLC 1634 Main St. Sarasota FL 34236

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Mark P. Famiglio 1634 Main St. Sarasota FL 34236 SECRETARY OF STATE
TALLANASSEE, FLORIDA

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management		
This will be a manager-managed company. The name of 6 MARK P. FAMIGLIO 1634 Main St. Sarasota FL 34236	each manager is:	
<u></u>		
	-	
		-
Article VII. Company Existence The Company's existence will begin effective upon the fil Articles of Organization.	ling date of the original	
The undersigned executed these Amended and Restated A the date shown below.	articles of Organization on	
Marco Charters, LLC	TAS O	
- 11 No. 6	DO OCT 13 SECRETAR) VLLAHASSI	
By: by R.A. Reyes as attorney-in-fact	HA CT	_
Name: Mark P. Famiglio	rn~ =	
Title: Manager		5
Date: October 11, 2000	08 RID	
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Miami Beach FL 33139

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Marco Charters, LLC

REGISTERED AGENT/OFFICE:

Mark P. Famiglio 1634 Main St. Sarasota FL 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

MARK P. FAMIGLIO

by R.A. Reyes as attorney-in-fact

Date: October 12, 2000

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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