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September 30, 1998

LEON FOLEY (1894-1978)
LYNFORD LARDNER, JR. (1915-1973)

Richard W. Johns
(303) 297-0260
rjohns@foleylaw.com

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

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****285.00 ****285.00

Re: Atlantic Marine Wholesale, L.C.

TO WHOM IT MAY CONCERN:

Enclosed please find the following:

1. Two copies of Articles of Organization for Atlantic Marine Wholesale, L.C.;
2. Two copies of the Affidavit of Membership and Contributions;
3. Two copies of the Certificate of Designation of Registered Agent/Registered Office; and

4. The filing fee in the amount of \$285.00.

Also enclosed is a self-addressed, stamped envelope for returning an endorsed

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TALLAHASSEE, FLORIDA

ESTABLISHED 1842


A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, SINGAPORE, STOCKHOLM AND STUTTGART

FOLEY & LARDNER

State of Florida
September 30, 1998
Page 2

Should there be any additional questions, please contact me, collect if necessary, at the above telephone number. We appreciate your assistance in this regard.

Yours truly,

A handwritten signature in dark ink, appearing to read 'R. Johns', with a horizontal line extending to the right.

Richard W. Johns

RWJ/wbt
enclosures

**ARTICLES OF ORGANIZATION
FOR
ATLANTIC MARINE WHOLESALE, L.C.**

ARTICLE I: NAME

The name of the Limited Liability Company is: Atlantic Marine Wholesale, L.C.

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Atlantic Marine Wholesale, L.C.
3230 S.E. Dominica Terrace
Stewart, Florida 34997

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall be perpetual

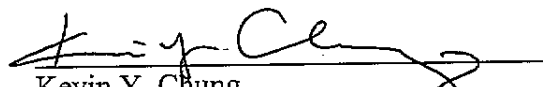
ARTICLE IV: MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager:

Kevin Y. Chung
3230 S.E. Dominica Terrace
Stewart, Florida 34997

ARTICLE V: ADMISSION OF ADDITIONAL MEMBERS

These Articles of Organization are hereby executed by Kevin Y. Chung, an authorized representative of a member of the Limited Liability Company and such execution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Kevin Y. Chung
9/18/98

Date

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TALLAHASSEE, FLORIDA

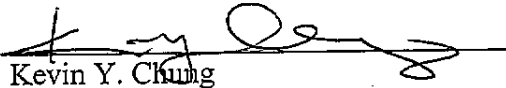
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, 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: Atlantic Marine Wholesale, L.C.
2. The name and address of the registered agent and office is:

Kevin Y. Chung
3230 S.E. Dominica Terrace
Stewart, Florida 34997

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, hereby accept the appointment as registered agent and agree to act in this capacity. 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.


Kevin Y. Chung

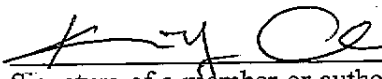
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Atlantic Marine Wholesale, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is Ten Thousand and No/100 Dollars (\$10,000.00).
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is Ten Thousand and NO/100 Dollars (\$10,000.00). This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the amount of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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