

L98000002969



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 047341 7137081

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ 285.000

ORDER DATE : December 1, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 047341-005

CUSTOMER NO: 7137081

CUSTOMER: Thomas S. Fisher, Esq.
THOMAS S. FISHER P.C.
THOMAS S. FISHER P.C.
Suite 100
1590 Oakbrook Drive
Norcross, GA 30093

500002700215--8

DOMESTIC FILING

NAME: GULF SEA ADVENTURES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

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98 DEC -2 AM 11:25
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

GULF SEA ADVENTURES, L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1590 Oakbrook Drive, Suite 100, Norcross, Georgia, 30093.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the managers and the names and addresses of such managers, who are to serve as managers are:

Managers: W. Dennis Suit 1590 Oakbrook Drive, Suite 100
Norcross, Georgia 30093

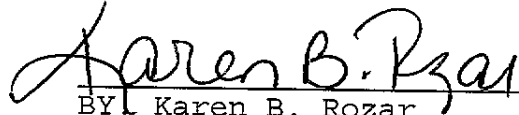
Ronnie Johnoton Same As Above

Kyle E. Anderson Same As Above

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The undersigned authorized representative of a member of
GULF SEA ADVENTURES, L.C. hereby executes these articles of
organization on this 1st Day of DECEMBER 1998.

CORPORATION SERVICE COMPANY

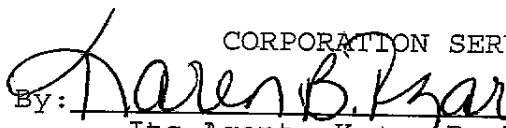

BY: Karen B. Rozar
as its agent as authorized
representative of Gulf Sea
Adventures, L.C.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

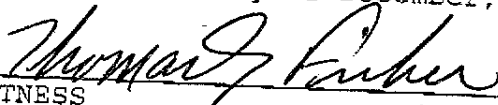
Dated: December 1, 1998

ACG/clb

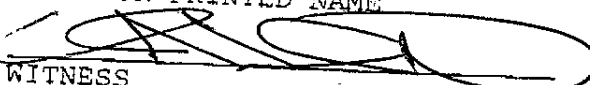
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of GULF SEA ADVENTURES, L.C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

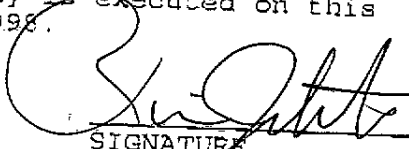
This Limited Power of Attorney is executed on this
1st day of December, 1998.


WITNESS

Thomas S. Fisher
TYPED OR PRINTED NAME


WITNESS

Chris D. Johnston
TYPED OR PRINTED NAME

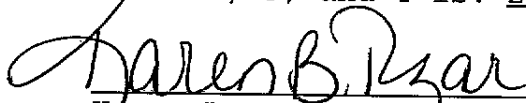

SIGNATURE

Ronnie Johnston
TYPED OR PRINTED NAME

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GULF SEA ADVENTURES, 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 1,000.00:
- 3) if any, the agreed value of property other than cash contributed by members is 0:
- 4) the amount of cash or property anticipated to be contributed by members is 1,000.00:
- 5) the total amount of 2, 3, and 4 is: 2,000.000.



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of GULF SEA ADVENTURES, L.C.