



| THE UNITED STATE | ATES | • |
|------------------|--|--|
| COMPANY | ACCOUNT NO.: 07210000032 | |
| | REFERENCE : 075794 4656E | |
| | | |
| | COST LIMIT: \$-285.00 337.30 | |
| | COST LIMIT . \$-203.00 95 (. 00 | |
| ORDER DATE | E : December 22, 1998 | |
| ORDER TIME | E: 1:40 PM | |
| ORDER NO. | : 075794-005 2000027 | 19892- |
| CUSTOMER N | NO: 4656E | |
| CUSTOMER: | Nancy Kinsler, Paralegal GREENBERG TRAURIG HOFFMAN GREENBERG TRAURIG HOFFMAN Suite 2050 111 North Orange Avenue Orlando, FL 32801 | |
| | DOMESTIC FILING | |
| NAM | ME: SHIP OF DREAMS, LLC | DIVIS 98 D |
| | EFFECTIVE DATE: | 2 SE |
| | ICLES OF INCORPORATION FIFICATE OF LIMITED PARTNERSHIP | CHRPOS |
| PLEASE RET | TURN THE FOLLOWING AS PROOF OF FILING: | 9: 59 |
| XX PL | ERTIFIED COPY LAIN STAMPED COPY ERTIFICATE OF GOOD STANDING | |
| CONTACT PE | Name Availability May | |
| | Updater Mby | |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY SHIP OF DREAMS, LLC

ARTICLE I - Name

The name of the Limited Liability Company is: SHIP OF DREAMS, LLC

SECRETARY OF STATE DIVISION OF CHILIGRATIONS

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o JPC Development Corporation, 431 E. Horatio Avenue, Suite 200, Maitland, FL 32751

ARTICLE III - Duration

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

ARTICLE IV - Management

| X | The Limited Liability Company is to be managed by a manager or managers and the |
|---|--|
| | name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are: |
| | |

Mr. Jean Pierre Cuenant 431 East Horatio Avenue, Suite 200 Maitland, FL 32751

| The Limited Liability Company is to be managed by the members and the name(s) and |
|---|
| address(es) of the managing member(s) is/are: |

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 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: SHIP OF DREAMS, LLC
- 2. The name and address of the Registered Agent and office is:

CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301

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.

(Signature)

Karen B. Rozar, Asst. Sec. Corporation Service Company

FILING FEE: \$35 for Designation of Registered Agent

ORLANDO/KINSLERN/60303/1@j3011.DQC/12/21/98

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of **SHIP OF DREAMS, LLC**, deposes and says:

| 1. | The above named limited liability company has at least two members. | |
|----|---|--------|
| 2. | The total amount of cash contributed by the member(s) is: | \$ -0- |
| 3. | If any, the agreed value of property other than cash contributed by member(s) is: (A description of the property is attached and made a part hereto.) | \$ -0- |
| 4. | The amount of cash or property anticipated to be contributed by member(s) is: (This total includes amounts from 2 and 3 above.) | \$ -0- |

Thickuf J. Sullivan Member or Authorized Representative of a Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.