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PLEASE REPLY TO:
FORT MYERS OFFICE

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/30/98--01070--001

****337.50 ****337.50

Re: Everest Marine, L.C. Limited Company Filing

Dear Sir:

Enclosed please find the following documents for filing
and creation of Everest Marine, L.C.:

1. Articles of Organization.
2. Statement Designating Registered Agent and Office.
3. Affidavit of Membership and Contributions.
4. Our check in the amount of \$337.50 for your filing
fee and the certified copy.

Please provide us with a certified copy of the Articles
as filed.

Please contact the undersigned directly in the event
there are any questions or concerns with this filing.

Very truly yours,

James G. Decker

JGD:jm
Enclosures

c/c - Mr. and Mrs. John Huebner
Verifyer
Mr. Peter Huebner
Acknowledge
Verifyer

Name	Availability
Document	Examiner
Updater	
Verifyer	
Acknowledge	
Verifyer	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
EVEREST MARINE, L. C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and Principal Place of Business

The name of the limited liability company shall be Everest Marine, L. C., and its street address and mailing address shall be 5227 Skylark Court, in the City of Cape Coral, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

Purposes 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, good will, 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.

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DIVISION OF CORPORATIONS
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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, 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 III

Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of,

the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

Management

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

John Booth Huebner
8198 East Royal Road
Stanwood, Michigan, 49346

Barbara Ruth Huebner
8198 East Royal Road
Stanwood, Michigan, 49346

ARTICLE V

Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital Contributions

Capital contributions in the total amount of \$242,000.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on or before the 31st day of December annually.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII

Duration

This limited liability company shall exist until the death of either of its members.

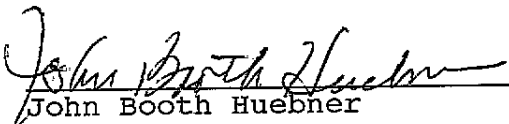
ARTICLE IX

Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 5227 Skylark Court, City of Cape Coral, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Peter Huebner.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Everest Marine, L. C.

Executed by the undersigned at BIG RAPIDS, MI
on the 29th day of December, 1998.


John Booth Huebner


Barbara Ruth Huebner

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
COUNTY OF LEE)

Pursuant to the provisions of §§ 608.415 and 608,407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Everest Marine, L. C.

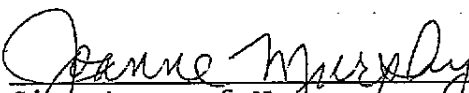
The name of the registered agent for Everest Marine, L. C. is Peter Huebner, and the street address of the company's principal office where the agent is located is 5227 Skylark Court, Cape Coral, Florida, 33904.

This statement is to acknowledge that, as indicated above, Everest Marine, L. C. has appointed me, Peter Huebner, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

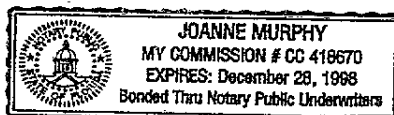
Dated this 24 day of December, 1998.


PETER HUEBNER

The foregoing instrument was acknowledged before me this 24th day of December, 1998, by Peter Huebner, agent on behalf of Everest Marine, L. C., a limited liability company. He personally is known to me or has produced _____ (the type of identification) as identification.


Signature of Notary
Name: Joanne Murphy

My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF MICHIGAN)
)
COUNTY OF)

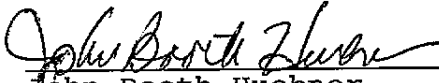
In compliance with § 608.407(2), Fla. Stat., the undersigned member or authorized representative of a member of Everest Marine, L. C., deposes and says:

1. The limited liability Company identified above has at least two members.

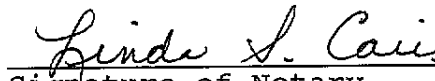
2. The total amount of cash contributed by the members is \$ 242,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ -0-. A description of the property is attached as Exhibit "A" and made a part of this Affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$ 242,000. This total includes the amounts from 2 and 3 above.


John Booth Huebner

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by John Booth Huebner, on behalf of Everest Marine, L. C., a limited liability company. He personally is known to me or has produced (KNOWN TO ME)
_____ (type of identification) as identification.


Signature of Notary
Name: LINDA S. CARIS

My Commission Expires:

8/25/03

LINDA S. CARIS
Notary Public, Mecosta County, MI
My Commission Expires Aug. 25, 2003