

L99000000 740

George S. Lawler  
Whiteford, Taylor & Preston  
Requester's Name

210 W. Pennsylvania Ave., Ste 400  
Address

Towson, MD 21204-4515  
City/State/Zip Phone #

800002749948--4  
-01/21/99--01073--006  
\*\*\*\*285.00 \*\*\*\*285.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- Updater ☐ Annual Report  
Updater ☐ Fictitious Name  
Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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99 FEB -5 PM 3:00

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CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

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Examiner's Initials

WHITEFORD, TAYLOR & PRESTON  
L.L.P.

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FAX 703.836.0265

February 4, 1999

**VIA FEDERAL EXPRESS**

Diane Cushing, Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: W99000002153; Silent World Submarines, L.L.C.

Dear Diane:

Pursuant to your letter to George Lawler dated January 28, 1999 (copy attached) and our phone conversation yesterday, enclosed please find a new set of Articles of Organization for filing on behalf of the above-referenced Company. A more detailed description, which you and I reviewed over the phone, has been added to Article V of the document.

Any assistance you can provide in expediting this filing would be very much appreciated.

Please forward confirmation of the filing to my attention via Federal Express (charge to our FEDEX Account Number: 1214-4599-9). If there are any questions, please call me at (410) 832-2000, ext. 4005. Thank you.

Sincerely,



Kathy L. Sutherland  
Administrative Assistant

/kls  
Enclosures  
159008



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 28, 1999

GEORGE L. LAWLER  
WHITEFORD TAYLOR & PRESTON  
210 W. PENNSYLVANIA AVE., STE 400  
TOWSON, MD 21204-4515

SUBJECT: SILENT WORLD SUBMARINES, L.L.C.  
Ref. Number: W99000002153

We have received your document for SILENT WORLD SUBMARINES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 199A00003791

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Silent World Submarines, L.L.C.

**ARTICLE II - Address:**

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

2265 Magan's Ocean Walk  
Vero Beach, Florida 32963

**ARTICLE III - Duration:**

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

Until December 31, 2049

**ARTICLE IV - Management:**

(Check the appropriate box and complete the statement)

- ☒ 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:

L. Bruce Jones  
2265 Magan's Ocean Walk  
Vero Beach, Florida 32963

- ☐ 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:

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The Management Committee of the Limited Liability Company may (i) admit additional Class A Members (Class A Members at all times own an aggregate of 55%) in its discretion; (ii) admit Class B Members who agree to contribute up to \$700,000 in capital contributions and, thereafter, additional Class B Members may only be admitted with the consent of a majority in interest of the Class B Members (Class B Members at all times own an aggregate of 20%); and (iii) admit Class C Members in terms to be determined by the Management Committee (Class C Members at all times will own an aggregate of 25% and, until Class C Members are admitted, the 25% is allocated to the Class A Members).

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99 FEB -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

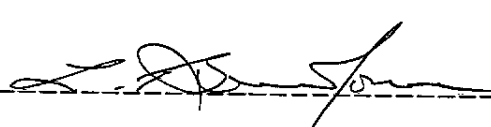
The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the limited liability company shall not dissolve the limited liability company.

## ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Silent World Submarines, L.L.C. certifies:

- 1) the above-named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
- 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.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

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99 FEB -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
\$ 100.00  
\$ N/A  
\$2,000,000.00.

  
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Signature of a member or an 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.)

L. Bruce Jones

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Silent World Submarines, L.L.C.

2. The name and the Florida street address of the registered agent are:


L. Bruce Jones  
NAME

2265 Magan's Ocean Walk  
Florida street address (P. O. Box NOT ACCEPTABLE)

Vero Beach, FL 32963  
CITY, STATE AND ZIP

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TALLAHASSEE, FLORIDA

*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 L. Bruce Jones

**Filing Fee: \$35 for Designation of Registered Agent**