

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## To:

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## From:

Account Name : BERMAN WOLFE & RENNERT, P.A.  
Account Number : 076103002011  
Phone : (305) 577-4166  
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## LIMITED LIABILITY COMPANY

DAVID SCOTT YACHT CHARTERS, L.L.C.

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
DAVID SCOTT YACHT CHARTERS, L.L.C.**

The undersigned organizer and sole initial member does hereby execute these Articles of Organization of DAVID SCOTT YACHT CHARTERS, L.L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1997, as amended.

**ARTICLE I - NAME**

The name of the limited liability company is DAVID SCOTT YACHT CHARTERS, L.L.C.

**ARTICLE II - EXISTENCE**

This duration of this limited liability company is perpetual, unless terminated in accordance with law.

**ARTICLE III - PURPOSE OF ORGANIZATION**

The company is organized for express purpose of transacting any of all lawful business.

**ARTICLE IV - PRINCIPAL PLACE OF BUSINESS,**

**MAILING ADDRESS AND REGISTERED AGENT**

A. Principal Place of Business and Mailing address. The company's principal place of business and mailing address is 11900 Biscayne Boulevard, Suite 802, Miami, Florida 33181.

Prepared by and Return to:  
Leon J. Wolfe, FBN 327247  
BERMAN WOLFE & RENNERT, P.A.  
100 S.E. Second Street, Suite 3500  
Miami, Florida 33131-2130  
Ph: (305) 577-4179

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B. Registered Agent. The name and address of the Registered Agent of the company is:

Leon J. Wolfe, Esq.  
c/o Berman Wolfe & Rennert, P.A.  
3500 NationsBank Tower  
100 S.E. Second Street  
Miami, Florida 33131

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#### ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBER

A. Initial Contributions of Cash and/or Property by Members. Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of One Thousand Dollars (\$1,000.00).

B. No additional contributions required. Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company.

#### ARTICLE VI - ADMISSION OF NEW MEMBERS

New members may be admitted pursuant to a vote of not less than seventy five percent (75%) of the total existing ownership interest in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company, as opposed to a simple majority of the members.

#### ARTICLE VII - INTERESTS OF MEMBERS

All interest of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as

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provided in regulations to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, *i.e.*, without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interest then remaining shall have agreed to do so in writing.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The company shall be managed by two managers. The names and addresses of the managers are Mario Cytrynbaum and Jan Burman, both at 11900 Biscayne Boulevard, Suite 802, Miami, Florida 33181. Mario Cytrynbaum and Jan Burman are herewith designated as the Managers of the company until the first annual meeting of members or until its successor is elected and qualified.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal as a member and organizer of this limited liability company as of the 4 day of June, 1999.

By:   
Mario Cytrynbaum, Manager

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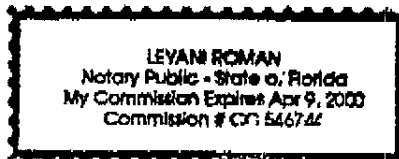
STATE OF FLORIDA                    )  
  )SS  
COUNTY OF MIAMI-DADE            )

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Mario Cytrynbaum, as a member of, DAVID SCOTT YACHT CHARTERS, L.L.C., a Florida limited liability company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade, Florida as of the 4 day of June, 1999.

  
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named limited liability company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

  
\_\_\_\_\_  
Leon J. Wolfe

DATED: June 4, 1999.

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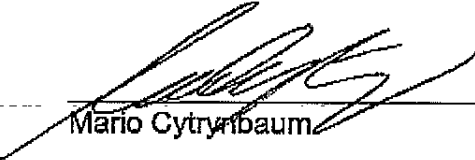
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA           )  
  )SS  
COUNTY OF MIAMI-DADE    )

The undersigned, Mario Cytrynbaum, as a member of DAVID SCOTT YACHT CHARTERS, L.L.C., deposes and says:

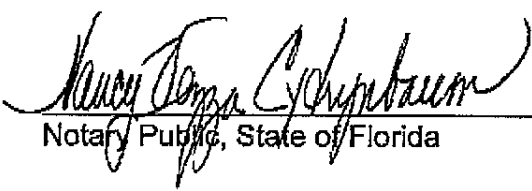
1. DAVID SCOTT YACHT CHARTERS, L.L.C. has two members, Mario Cytrynbaum and Jan Burman.
2. The total amount of cash contributed by the members is One Thousand (\$1,000.00) Dollars.
3. No property other than cash has been contributed by each member.
4. The total amount of cash or property anticipated to be contributed by the members is \$0.00.

  
Mario Cytrynbaum

STATE OF FLORIDA           )  
  )SS  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Mario Cytrynbaum, as a member of DAVID SCOTT YACHT CHARTERS, L.L.C., company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

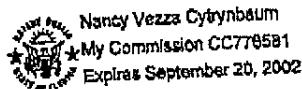
IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida as of the 4 day of June, 1999.

  
Notary Public, State of Florida

My Commission Expires:

September 20, 2002

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA            )  
  )SS  
COUNTY OF MIAMI-DADE    )

The undersigned, Jan Burman, as a member of DAVID SCOTT YACHT CHARTERS, L.L.C., deposes and says:

1. DAVID SCOTT YACHT CHARTERS, L.L.C. has two members, Jan Burman and Mario Cytrynbaum.

2. The total amount of cash contributed by the members is One Thousand (\$1,000.00) Dollars.

3. No property other than cash has been contributed by each member.

4. The total amount of cash or property anticipated to be contributed by the members is \$0.00.

  
Jan Burman

STATE OF FLORIDA            )  
  )SS  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jan Burman, as a member of DAVID SCOTT YACHT CHARTERS, L.L.C., company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida as of the 4 day of June, 1999.



Nancy Veda, Notary Public  
My Commission Expires September 20, 2002

My Commission Expires:

September 20, 2002

  
Notary Public, State of Florida

Nancy Veda, Notary Public  
My Commission Expires September 20, 2002

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