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June 17, 1999

VIA UPS OVERNIGHT N209 6469 16 4

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: **SEASCOOTER, L.C.**  
**Filing of Limited Liability Company**  
**Our File No.: 99-153**

To whom it may concern:

Enclosed herewith for filing you will find an original and a copy of the Articles of Organization and Affidavit of Membership and Contributions with respect to Seascooters, L.C.

Also please find enclosed our firm's check in the amount of \$337.50 representing the following:

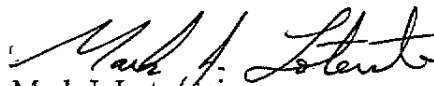
Filing Fees	\$250.00
Registered Agent Fees	35.00
Certified Copy	\$ <u>52.50</u>
<b>TOTAL</b>	<b>\$ <u>337.50</u></b>

100002909051--0  
-06/18/99-01078-007  
\*\*\*337.50 \*\*\*  
337.50

Please return a certified copy of the Articles of Organization in the UPS Overnight envelope provided for your use. Your prompt attention to this matter is greatly appreciated.

If you have any questions, please do not hesitate to call.

Very truly yours,  
**BENSON, MOYLE & MUCCI, LLP**

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
Enclosures  
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99 JUN 18 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5C  
6-25-99

**ARTICLES OF ORGANIZATION  
FOR  
SEASCOOTERS, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I  
NAME

The name of this Limited Liability Company is **SEASCOOTERS, L.C.**

ARTICLE II  
DURATION/CONTINUATION

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by the written Agreement of a majority of the members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III  
PURPOSE & POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall

have and may exercise all powers and rights which a limited liability company may exercise under Federal Law or the laws of the United States of America.

ARTICLE III  
ADDRESS

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

757 S.E. 17<sup>th</sup> Street  
Suite 336  
Fort Lauderdale, Florida 33316

ARTICLE IV  
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Limited Liability Company is as follows:

Mark J. Loterstein, Esq.  
Benson, Moyle & Mucci, LLP  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS;  
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

A majority of the remaining members may 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.

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ARTICLE VII  
INITIAL MANAGER

The limited liability company shall be managed by its members in their capacity as members. This limited liability company shall initially have two managing members. The number of managing members of this company may be changed in accordance with the regulations of the company. The names and addresses of the managing members are:

John Englander  
757 S.E. 17<sup>th</sup> St., Suite 336  
Ft. Lauderdale, FL 33316

Tom Furbish  
933 Banyan Drive  
Delray Beach, FL 33483

ARTICLE VIII  
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX  
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s) unless by majority vote.

ARTICLE X  
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XI  
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise by unanimous vote.

ARTICLE XII  
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII  
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his contribution to capital until:

1. all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;

2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or

3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 17<sup>TH</sup> day of June, 1999.

  
\_\_\_\_\_  
John Englander, Managing Member

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TALLAHASSEE, FLORIDA

The name of the limited liability company is:

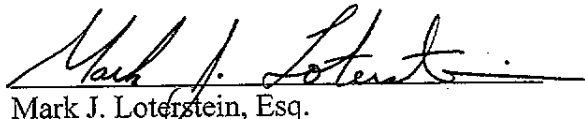
**SEASCOOTERS, L.C.**

The name and address of the registered agent and office is:

Mark J. Loterstein, Esq.  
Benson, Moyle & Mucci, LLP  
One Financial Plaza  
Suite 1600  
Fort Lauderdale, FL 33394

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated: June 17<sup>th</sup>, 1999.



Mark J. Loterstein, Esq.  
**BENSON, MOYLE & MUCCI, LLP**  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394-1697  
(954) 524-6800 - Fax (954) 463-6963

Articles of Organization  
Sea Scooters, L.C.

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF BROWARD

The undersigned member or authorized representative of a member of SEASCOOTERS,  
L.C., deposes and says:

1. The above named limited company has at least two members.
2. The total amount of cash contributed by the members is as follows: \$40,000.
3. If any, the agreed value of property other than cash contributed by the members is  
\$ 0 . A description of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by members is  
\$40,000 . This total includes amounts from 2 and 3 above.

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

  
John Englander, Manager

The foregoing instrument was acknowledged before me this 17<sup>TH</sup> day of June, 1999.  
by John Englander who is known to me or who has produced \_\_\_\_\_ as identification  
and who has taken an oath.

  
Notary Public

My Commission Expires:

FLORENCE M. CREA  
Notary Public - State of Florida  
My Commission Expires Apr. 29, 2001  
Commission # CC636663

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Sea Scooters, L.C.

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