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ACCOUNT NO. : 072100000032

REFERENCE : 369328 81911A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1999

ORDER TIME : 11:52 AM

ORDER NO. : 369328-005

CUSTOMER NO: 81911A

CUSTOMER: Truman J. Costello, Esq
COSTELLO SIMS & ROYSTON
COSTELLO SIMS & ROYSTON
Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

DOMESTIC FILING

NAME: OFFSHORE CHARTERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	299
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Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Sawyer	

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF OFFSHORE CHARTERS
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: OFFSHORE CHARTERS, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
11590 Compass Pointe Drive, Fort Myers, Florida 33908.

ARTICLE III — Duration:

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

ARTICLE IV — Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are: Kirk E. Kaalberg and Angela R. Kaalberg, 11590 Compass Pointe Drive, Fort Myers, Florida 33908.

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: upon approval by all existing members.

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: as provided in the Limited Liability Company Act.

ARTICLE VII — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of OFFSHORE CHARTERS, LLC 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 \$ 74,000.00;

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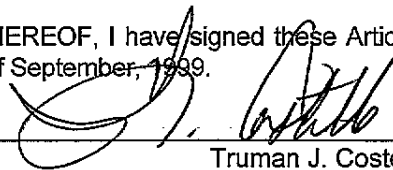
3) If any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and

\$ _____;

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 370,000.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 8th day of September, 1999.



Truman J. Costello
(signature of 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.)

Filing Fee: \$250.00 for Articles and Affidavit

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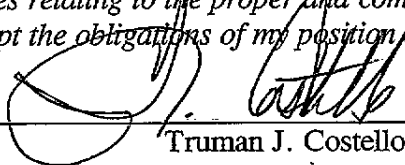
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Offshore Charters, L.L.C.
2. The name and the Florida street address of the registered agent are:

Truman J. Costello, Esquire
12670 New Brittany Boulevard, Suite 101
Fort Myers, Florida 33907

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.


Truman J. Costello

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