

GERALD W. PLETAN
ATTORNEY AT LAW

MM 25
BARNETT BUILDING
SUMMERLAND KEY, FL
(305) 744-3399

L99000005974

FASCIMILE: September 10, 1999

305-744-0222

MAIL TO:

Secretary of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

POB 420008
Summerland Key
Florida 33042

500002984595--0
-09/13/99-01032-013
****285.00 ****285.00

Re: Key West to Cuba Charters, L.L.C.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount of \$285.00. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,

Gerald W. Pletan

Gerald W. Pletan, Esquire
dcs

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

GERALD W. PLETAN, ESQ.
P.O. BOX 420008
SUMMERLAND KEY, FL 33042

SUBJECT: KEY WEST TO CUBA CHARTERS, L.L.C.
Ref. Number: W99000021219

We have received your document for KEY WEST TO CUBA CHARTERS, 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):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 199A00045411

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
KEY WEST TO CUBA CHARTERS, L.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 KEY WEST TO CUBA CHARTERS, L.L.C., and its principal office shall be located at 25000 Overseas Hwy., Summerland Key, County of Monroe, State of Florida, 33042 and a mailing address of POB 420008, Summerland Key, FL 33042, 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 provide services in connection with travel to Cuba as authorized by the Code of Federal Regulations, Section 515.566(a)(1) as a travel agent, ticket agent, commercial and non-commercial organization arranging travel to and from Cuba, tour operator, arranging through transportation to and from Cuba,

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chartering aircraft or vessels on behalf of others in Cuba, and other services, including, but not limited to: arranging hotel accommodations, ground transportation, local tours, and similar travel activities on behalf of others in Cuba.

2. To provide carrier services by aircraft or vessels incidental to non-scheduled flights or voyages to, from or within Cuba, to include, but not be limited to, the carriage to or from Cuba of any merchandise, cargo or gifts, other than those permitted to individual travelers as accompanied baggage, as authorized by specific license pursuant to the Code of Federal Regulations, Section 515.566(a)(2).
3. To provide payment-forwarding services to persons subject to U.S. jurisdiction and non-commercial organizations acting on behalf of donors.
4. To obtain authorization to engage in service transactions by providing written affirmation and subsequent demonstration of not participating in discriminatory practices of the Cuban government against certain residents and citizens of the United States.
5. To report on the forms when required and to follow all procedures necessary to ensure that each customer is in full compliance with U.S. law implementing the Cuban embargo, and providing documentation and information to verify the corporation does qualify for one of the general licenses under Section 515.560 of the Code of Federal Regulations, or verifying the receipt of a special license from the Office of Foreign Assets Control authorizing the customer's travel-related transactions.

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6. To provide a signed statement of each customer attesting to his qualifications for the general license claimed, which statement must provide facts supporting the customer's belief that he qualifies for the general license, or that the customer has furnished a copy of any specific license granted.
7. To report on the forms, account debts, and other record-keeping procedures required to determine whether each customer has complied with the terms of any authorization for remittances, to include, but not be limited to, evidence that remittances were made to persons that were close relatives or otherwise authorized by Section 515.563(b) or other applicable sections of the Code of Federal Regulations, with the method by which remittances are sent to Cuba and the procedures used to ensure that the remittances are received by the persons intended.
8. To furnish quarterly reports to the Department of the Treasury, Office of Foreign Assets Control, Washington, D.C. 20220, during the term of each authorized license.
9. To retain on file the names and addresses of individual travelers or remitters, the number and amount of each remittance, and the name and address of each recipient, along with all other information required by Section 515.601 of the Code of Federal Regulations. The information retained will be furnished to the Office of Foreign Assets Control on demand pursuant to Section 515.602, Code of Federal Regulations.
10. To furnish to the U.S. Customs Service on demand a list of passengers on each flight or voyage to, from and within Cuba. Such lists will be provided by the

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tour operators, persons operating an aircraft or vessel, or persons chartering an aircraft or vessel on behalf of a corporation for travel to, from, and within Cuba.

11. 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.
12. 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.
13. 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.
14. 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

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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.

15. 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.

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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

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows: Jerry Hernandez, Jr., P.O. Box 2633, Key West, FL 33045.

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, other than the successor or successors of Jerry Hernandez, by whom a contribution shall not be required in any manner.

A member's interest in the limited liability company may not be sold or otherwise transferred except with 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

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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 amount of \$250.00 cash shall be paid to the limited liability company by all three of the initial members, for a total of \$750.00. Additional contributions will be made as required for investment purposes, as determined by a consensus of all members. Members will make contributions in a pro rata basis of the percentage of ownership of the company, as determined by the capital contribution of each member compare to the total amount of capital contributions.

ARTICLE VII

PROFITS AND LOSSES

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 the distributive share of the profits pursuant to each members pro rata share of the capital contribution as compared to the total capital contributions. The distributive share of the profits shall be determined and paid on January 1 of each year, beginning January 1, 2001.

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, or, if these sources are insufficient to cover such losses, pursuant to each

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members pro rata share of the capital contribution as compared to the total capital contributions.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

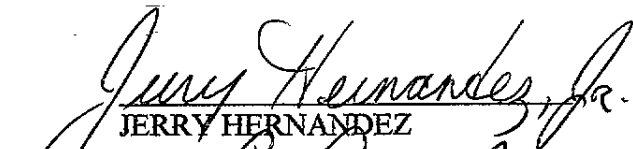
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

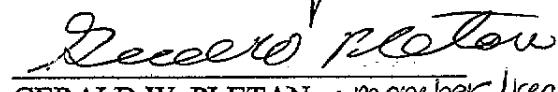
The address of the initial registered office of the limited liability company is 25000 Overseas Highway, Summerland Key, County of Monroe, State of Florida, 33042, and the name of the company's initial registered agent at that address is Gerald W. Pletan, Esq..

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Key West to Cuba Charters, L.L.C.

Executed by the undersigned at the office of Gerald W. Pletan, Esq., 25000 Overseas Highway, Summerland Key, Monroe County, FL 33042 on this 3rd day of Sept, 1999.


JERRY HERNANDEZ


PETER ROSASCO


GERALD W. PLETAN - member / registered agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Key West to Cuba Charters, L.L.C., deposes and says:

1. The above named limited liability company has at least three members.
2. The total amount of cash contributed by the members is: \$750.00.
3. If any, the agreed value of property other than cash contributed by the members is: \$0.
4. The total amount of cash or property anticipated to be contributed by the members is:

\$750.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: September 3, 1999


Peter
Rosasco

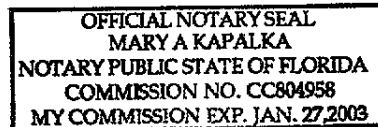
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STATE OF FLORIDA

COUNTY OF MONROE

Sworn to and subscribed before me this 3rd day of September, 1999 by Peter Rosasco.

Mary A. Kapalka
Notary Public -- State of Florida



Personally Known X

OR

Produced Identification

Type of Identification Produced