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MICHAEL R. SWEETING
LAUREEN A. CAMERON

October 11, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/20/99-01038-007
****285.00 ****125.00

RE: Fantasy Charters of Southwest Florida, L.L.C.

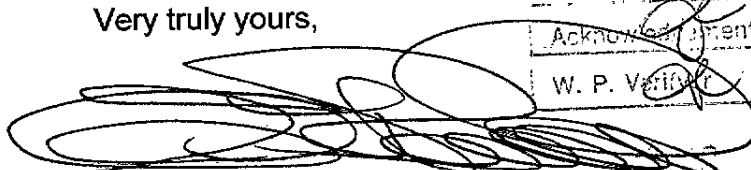
To Whom it May Concern:

Enclosed please find the original, plus one copy of Articles of Organization of Fantasy Charters of Southwest Florida, L.L.C. and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check in the amount of \$285.00 representing the following:

Corporate filing fee	\$250.00
Registered Agent Designation	<u>\$ 35.00</u>
Total:	\$285.00

Please register said limited liability company and return proof of registration to me at the above address. Thank you for your prompt attention to this matter.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as
Enclosure

L99-6974

Name	OK 10-20
Availability	
Document	OK
Exhibit	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

FILED
OCT 20 21 53 00
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FANTASY CHARTERS OF SOUTHWEST FLORIDA, L.L.C.**

FILED
20 OCT 20 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Florida limited liability company shall be FANTASY CHARTERS, L.L.C.

ARTICLE II - DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's regulations or these Articles of Organization.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the company is 6863 Old Ranch Road, Sarasota, Florida, 34241.

ARTICLE IV - REGISTERED AGENT

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

Alexander G. Paderewski
1834 Main Street
Sarasota, Florida 34236

ARTICLE V - PERCENTAGE INTEREST; MEMBERSHIP CERTIFICATE

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the

Company. A member's interest in the Company may be evidenced by a membership Certificate issued by the Company.

ARTICLE VI - DISSOLUTION

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

ARTICLE VII - TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - MANAGEMENT

The management of the Company is reserved to the members. The name and address of each member is:

1. Don Rowe
2. Walter Reed Johnston
3. Dave Erchul

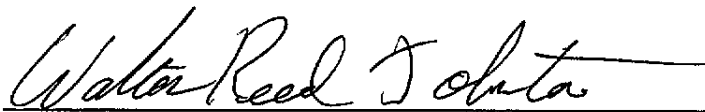
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COUNTY OF SPOKANE
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ARTICLE IX - PURPOSE OF THE COMPANY

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

ARTICLE X - COMPANY EXISTENCE

The Company's existence shall begin effective as of October 15, 1999.



WALTER REED JOHNSTON

Date: October 11, 1999

FILED
20 OCT 20 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FL 32310-0004

WRITTEN CONSENT OF MEMBERS TO ORGANIZE

FANTASY CHARTERS OF SOUTHWEST FLORIDA, L.L.C.

The members of Fantasy Charters of Southwest Florida, L.L.C., a Florida limited liability company (the "Company"), take the following actions by unanimous written consent to organize the Company.

1. Articles of Organization. The articles of organization of the Company are approved.
2. Officers. The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:

President: Don Rowe

Secretary: Dave Erchul

Treasurer: Walter Reed Johnston
3. Membership Certificates. The membership certificates that are in the Corporate Records binder are approved as the form to be used in issuing units of the Company.
4. Bank Account. The management of the Company shall open an account with a bank or other financial institution and shall deposit in that account all funds of the Company. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Company.
5. Regulations. The basic form of Regulations in the Corporate Records binder has been adopted by the members.
6. Subscription for Units of the Company. For the consideration determined by the management of the Company to be adequate, the Company will issue a membership certificate for units of the Company to each person named below:

Units

59
25
16

Member

Don Rowe
Walter Reed Johnston
Dave Erchul

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OCT 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned members of the Company executed this written consent effective as of the 11 day of October, 1999.


DON ROWE


WALTER REED JOHNSTON


DAVE ERCHUL

FILED

OCT 20 PM 5:00

SECRETARY OF STATE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

OF

FANTASY CHARTERS OF SOUTHWEST FLORIDA, L.L.C.

REGISTERED AGENT/OFFICE

Alexander G. Paderewski, Esquire
1834 Main Street
Sarasota, Florida 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligation of the registered agent position.


ALEXANDER G. PADEREWSKI, Resident Agent

Date: October 11, 1999

FILED
OCT 20 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA