

**SHERMAN
LAW OFFICES
CHARTERED**

Telephone: (954) 489-9500 • Telefax (954) 489-9531
Toll Free in FL 877-806-9500
Website: shermanlegal.com

000003021000--9
-10/21/99--01068--003
***160.00 ***160.00

By: Kim Douglas Sherman, Esq.

cc: Sean Dooley

**ARTICLES OF ORGANIZATION
OF
NAUTILUS UNDERWATER SYSTEMS, L.L.C.**

FILED
OCT 21 PM 5:00
SECRETARY OF STATE
FLORIDA

ARTICLE I

The name of this Limited Liability Company is: **NAUTILUS UNDERWATER
SYSTEMS, L.L.C.**

ARTICLE II

This Limited liability Company shall have perpetual existence.

ARTICLE III

This Limited Liability Company is created for the purpose of engaging in the business of providing consulting services regarding underwater systems, and in such other related business as may be agreed on by the Members. This Limited Liability Company shall have all powers granted to a Limited Liability Company by law.

ARTICLE IV

The mailing address and street address of the principal office of this Limited Liability Company shall be:

**1412 South Andrews Avenue
Fort Lauderdale, FL 33316**

This limited Liability Company may have such other place or places of business as the Members from time to time may determine.

The name and address of the initial Registered Agent of this Limited Liability Company is:

SEAN DOOLEY
1414 South Andrews Avenue
Fort Lauderdale, FL 33316.

FILED
09 OCT 21 PM 5:00
SECRETARY OF STATE
FORT LAUDERDALE, FL 33301

ARTICLE V

This Limited Liability Company will be managed by two (2) Managers who shall serve as Managers until the first annual meeting of the members or until their successors are elected and qualify. Their names and addresses are:

SEAN DOOLEY
1414 South Andrews Avenue
Fort Lauderdale, FL 33316

GREG MOONEY
1412 South Andrews Avenue
Fort Lauderdale, FL 33316

ARTICLE VI

The business and affairs of this Limited Liability Company will be regulated pursuant to an Operating Agreement among the Members of this Limited Liability Company.

ARTICLE VII

These Articles of Organization may be amended in the manner provided by law except that any such amendment must be approved by all Members.

ARTICLE VIII

Each Member and Manager or former Member or Manager of this Limited Liability Company, or any person who may have served at the request of this Limited Liability Company as a Manager or agent of another company in which this Limited Liability owns an interest or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by this Limited Liability Company against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amount paid in settlement) by reason of having been such a Member or Manager or agent, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Member or Manager or agent. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Members that such settlement was (or, if still to be made, is) in the best interests of this Limited Liability Company. The right or indemnification hereby provided shall be in addition to any other rights to which any Member or Manager or agent may be entitled.

FILED
09 OCT 21 PM 5:00
SECRETARY OF STATE
TREASURY

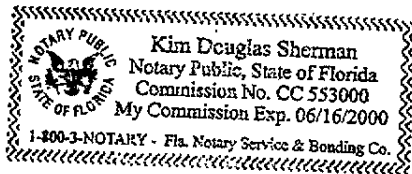
IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION THIS 15th DAY OF October, 1999.

NAUTILUS UNDERWATER SYSTEMS, L.L.C.

By: [Signature]
GREG MOONEY, General Manager

Before me personally appeared **GREG MOONEY**, known to me to be the
person who executed the foregoing Articles of Organization.

My Commission Expires:



[Signature]
NOTARY PUBLIC

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent, I, **SEAN DOOLEY**, hereby state that
I am familiar with and accept the duties, responsibilities and obligations as Registered
Agent of **NAUTILUS UNDERWATER SYSTEMS, L.L.C.**

[Signature]
SEAN DOOLEY

FILED
99 OCT 21 PM 5:00
CLERK OF CIRCUIT
CLERK OF CIRCUIT