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Florida Department of State

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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Fax Number : (305) 541-3770

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LIMITED LIABILITY COMPANY
DISCOVER - SEA AND LAND - ALL SERVICES, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 10, 1999

EMPIRE CORP. KIT COMPANY

SUBJECT: DISCOVER - SEA AND LAND - ALL SERVICES, LLC
REF: W99000025956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of the member.,

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) 487-6020.

Tammi Cline
Document Specialist

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(8)

ARTICLES OF ORGANIZATION

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION OF

DISCOVERY - SEA AND LAND - ALL SERVICES, LLC

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be DISCOVERY - SEA AND LAND - ALL SERVICES, LLC and its principal place of business shall be in the City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 herein set forth to the same extent as a natural person might or could do.

Larry J. Behar, P.A.
888 Southeast Third Avenue, # 400
Fort Lauderdale, Florida 33316
(954) 624-8688 / (954) 624-0088
FLORIDA BAR # 261743

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3. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. 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 herein set forth, 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.
7. 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.

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Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV PROFITS AND LOSSES

(a) *Sharing of Profits.*

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 a distributive share of the profits pursuant to the Shareholders' Agreement. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being December 1, 1999.

(b) *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 such sources are insufficient to cover such losses by the members in equal shares.

ARTICLE V LIMITED LIABILITY COMPANY 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 articles 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.

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**ARTICLE VI
DURATION**

This limited liability company shall exist until December 1, 2040, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 888 Southeast Third Avenue, Suite # 400, in the City of Fort Lauderdale, County of Broward, State of Florida 33316. The mailing address of the limited liability company shall be the same as the principal office.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by JEAN-LOUIS LEGROS, Managing Member of this limited liability company, of 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316 and the name of its initial registered agent at such address is LARRY J. BEHAR, P.A.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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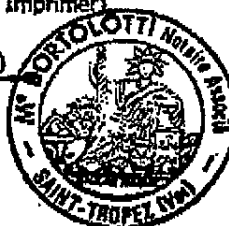

JEAN-LOUIS LEGROS, Managing Partner

SUBSCRIBED AND SWORN TO before me this 4 day of November, 1999, at
SAINT-TROPEZ, France.

ASSERMENTE devant moi ce 4 jour de Novembre, 1999 à S^T TROPEZ
France.

Vu pour certification matérielle
de la Signature, apposée en ma présence,
de M. Jean-Louis
LEGROS
Fait à ST. TROPEZ le 4 Novembre 1999

Commissioner of Oaths
(Commissaire à l'Assermentation)
Please Print:
(S.V.P. Imprimer)
SEAL:
(Sceau)



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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of DISCOVERY - SEA AND LAND - ALL SERVICES, L.L.C.

Executed by the undersigned at St Tropez, France, on November 4, 1999.

Jean Louis Legros
JEAN-LOUIS LEGROS

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APPOINTMENT OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY
ACCEPTANCE OF APPOINTMENT

TO: The Department of State
 Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
 OR DOMICILE FOR THE SERVICE OF PROCESS
 WITHIN FLORIDA, NAMING AGENT UPON WHOM
 PROCESS MAY BE SERVED**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

DISCOVERY - SEA AND LAND - ALL SERVICES, L.L.C., with its place of business at 888 Southeast Third Avenue, Suite 400, Fort Lauderdale, FL 33316 has named **LARRY J. BEHAR, P.A.** located at 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316, as its agent to accept service of process within Florida.

Dated this 8th day of November, 1999.


 JEAN-LOUIS LEGROS, Managing Partner

Acknowledgment:

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity.

Dated this 8th day of November, 1999.

LARRY J. BEHAR, P.A.

By: 
 LARRY J. BEHAR, Attorney at Law

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