

Today's the Day!

L99000008324

November 24, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Atocha/Margarita MEL-Iennium Expedition, L.C.
(a Florida Limited Liability Company)

Dear Madame:

Attached are our check for \$125.00, one original and one copy of the Articles of
Organization for the above-named limited liability company.

If there are any questions, please call my assistant Terri Barnes or me at 305/296-6533

Thank you for your assistance.

Today's the Day!

Kim Fisher

Kim Fisher
CEO of Managing Director

/tjb

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ATOCHA/MARGARITA MEL-LENNIUM EXPEDITION, L.C.
(a Florida Limited Liability Company)

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the limited liability company (hereinafter referred to as the "Company") shall be Atocha/Margarita MEL-lennium Expedition, L.C.

ARTICLE II

Period of Duration

The period of duration for the Limited Liability Company shall be from the date of filing these Articles with the Florida Division of Corporations through December 31, 2000, unless extended as provided in the Operating Agreement and Regulations.

ARTICLE III

Business of the Company

This Company is authorized to conduct lawful businesses within and without the State of Florida and as authorized and as authorized pursuant to Sections 608.401, et seq., Florida Statutes.

ARTICLE IV

Management

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Crystals Recovery, Inc.
Managing Director
200 Greene Street
Key West, Florida 33040
Attn: Kim Fisher

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ARTICLE V

Street and mailing address of Principal Office and Registered Agent

The principal office's street and mailing address of the Company in this State shall be 200 Greene Street, Key West, Florida 33040 and the Registered Agent shall be Crystals Recovery, Inc., 200 Greene Street, Key West, Florida 33040.

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ARTICLE VI

Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement and Regulations of the Company, one of such terms and conditions shall be unanimous vote of all existing members is required for such admission.

ARTICLE VII

Members Rights to Continue Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, insanity, 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 set forth in the Operating Agreement and Regulations of the Company, which shall provide that the unanimous vote of the surviving incapacitated members shall be required.

ARTICLE VIII

Actions Without Meetings

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, provided that a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

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ARTICLE IX

Preemptive Rights

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be used, sold or offered for sale by the Company.

ARTICLE X

Cumulative Voting

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article XI does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act of omission that involved intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressed provided by an applicable statute. Any repeal or amendment of this Article XI by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager or of a director of a corporation.

ARTICLE XII

Distributions in Kind

The Company may distribute assets in-kind as provided in the Operating Agreement and Regulations of the Company.

ARTICLE XIII

Miscellaneous

Power of Attorney and Amendment. The Chairman of the Board of Managers, the Managing Director and/or Manager-Finance, severally, and their successors shall be,

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and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Organization and other Company documents as follows:

- (1) To amend these Articles in any respect except to substitute a Chairman of the Board of Managers, Managing Director or Manager-Finance (other than through a merger or reorganization of the Managing Member) or to decrease or diminish the duties, liabilities or responsibilities of the Chairman of the Board of Managers, Managing Director or Manager-Finance or to increase the liability of any Member in any respect.
- (2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instruments shall increase the personal liability of any Member herein; and
- (3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is expressly intended by each of the Members that the foregoing power of attorney is coupled with an interest. The foregoing power of attorney shall be irrevocable except upon dissolution and survive the delivery or assignment by any of the Members of the whole or any portion of their membership interest and when the assignee has executed a power of attorney coupled with an interest and the foregoing power of attorney of the assignor Member shall survive the delivery of such assignment for the sole purpose of enabling the Chairman of the Board of Managers or Manager-Finance may required that the assignee execute a similar power of attorney as a condition of his admission as a substitute Member.

Gender. The masculine and neuter gender has been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, transferees, successors, survivors, heirs and assigns.

Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Sections and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.

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Entire Agreement. These Articles and the Operating Agreement and Regulations of the Company are intended by the parties hereto to be the final expression of their agreement and is the complete and exclusive statement of the terms of such agreement notwithstanding any representations or statements of the contrary heretofore made.

Registered Agent: Crystals Recovery, Inc.

I HEREBY ACCEPT my nomination as Registered Agent.
**Crystals Recovery, Inc., a Delaware corporation
authorized to do business in Florida**

By: Kim Fisher
Kim Fisher, CEO

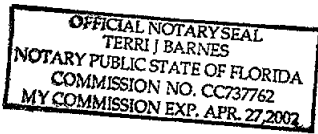
Members: **Crystals Recovery, a Delaware corporation
authorized to do business in Florida**

By: Kim Fisher
Kim Fisher, CEO

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, TERRI J. BARNES, a Notary Public, on the 23 day of November, 1999, in and for Monroe County, State of Florida, personally appeared Kim Fisher as Officer of the Registered Agent and Member, Crystals Recovery, Inc., who, being personally known to me and they, bring first duly sworn by me, upon their oath acknowledged the due execution of the foregoing Articles of Organization of Atocha/Margarita MEL-lennium Expedition, L.C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 23rd day of November, 1999.



TERRI J. BARNES
Notary Public
My Commission Expires:

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TALLAHASSEE, FLORIDA