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LAKE COUNTRY PLAZA P. O. BOX 465 CHESTERTOWN, NEW YORK 12817 (518) 494-3191 FAX (518) 494-7768 PLEASE REPLY TO:

- M ALBANY
- □ WARRENSBURG
- ☐ CHESTERTOWN

January 11, 2001

Registration Section Florida Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re:

Horizon Charters, LLC

Application for Foreign Limited Liability Company to Transact Business

Ladies and Gentlemen:

M-1-134

I am contacting you regarding the above-captioned matter and further to my client's desire to file an "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida" pursuant to Florida Statutes, section 608.503. Enclosed are file following:

- 1. "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida" pursuant to Florida Statutes, section 608.503;
- 2. Certificate of Designation of Registered Agent/Registered Office;
- 3. Original Certificate of Existence from New York State's Department of State atted December 26, 2000; and
- 4. My attorneys check payable the "Florida Department of State" in the amount of \$160.00, which covers your filing fees for (a) the within application, (b) the designation of registered agent, (c) a certified copy, and (d) a certificate of status.

If I can answer any questions, please contact me at your convenience.

Very truly yours,

000003539590--4 -01/17/01--01009--010 *****160.00 ****160.00

DWM/I

Enclosure

cc: Paul Dion (w/o enclosure)
Hopkins Payne Breazeale, III (w/o enclosure)

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	HORIZON CHARTERS, LLC (Name of foreign limited liability company)		
2	NEW YORK (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)		
((Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)		
4.	December 1, 2000 5. Perpetual		
	(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")		
6.	Has not yet transacted business		
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)		
7.	HORIZON CHARTERS, LLC		
1407 Route 9, Clifton Park, NY 12065			
	(Street address of principal office)		
8.	(Street address of principal office) If limited liability company is a manager-managed company, check here		
	The interest matrices in a manager-manager company, check here		
9.	The name and usual business addresses of the managing members or managers are as follows:		
	TOTE HOLDINGS CORD		
	IRIE HOLDINGS CORP.		
	1407 Route 9		
	Clifton Park, NY 12065		
the.	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of record jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a slation of the certificate under oath of the translator must be submitted.)		
11.	Nature of business or purposes to be conducted or promoted in Florida:		
	Boat Charters		
	Signature of a member or an authorized representative of a member.		
	(In accordance with section 608.408(3), F.S., the execution of this document constitutes		
	an affirmation under the penalties of perjury that the facts stated herein are true.)		
	DAVID W. MEYERS, ESQ.		

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The	name of the Limited Liability Company is:	
HOR	RIZON CHARTERS, LLC	
2. The	name and the Florida street address of the registered agent and office are:	OI J
	HOPKINS PAYNE BREAZEALE, III	
	(Name)	SSEE OF THE
	5053 OCEAN BOULEVARD	E.c. on
	Florida street address (P.O. Box NOT ACCEPTABLE)	26 TATE ORIDA
	SARASOTA FL 34242 City/State/Zip	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of New York Department of State

I hereby certify, that HORIZON CHARTERS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/01/2000, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal of the Department of State at the City of Albany, this 26th day of December two thousand.

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Special Depitty Secretary of State

SECHETARY OF STATE