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October 13, 1998

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-10/15/98-01076-002
*****78.75 *****78.75

DELIVERED VIA FEDERAL EXPRESS

Secretary of State
State of Florida, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

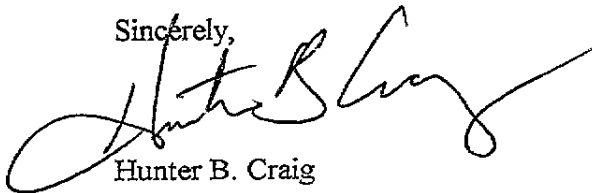
RE: Bucaneer Sportfishing Charters, LLC

Dear Sir/Madam:

Enclosed please find our firm's check in the amount of \$78.75 to cover the cost of filing this Application By Foreign Corporation For Authorization To Transact Business in Florida and for a Certificate of Good Standing for the corporation.

Thank you very much for your cooperation, and if you should have any questions, please do not hesitate to contact this office at your convenience.

Sincerely,



Hunter B. Craig

HBC/mc

Name	enclosure
Availability	
Document Examiner	cc: Captain John M. Caselli DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 2, 1998

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: BUCCANEER SPORTFISHING CHARTERS, LLC

200002664762--6
-11/10/98--01070--001
***206.25 ***206.25

Dear Sir/Madam:

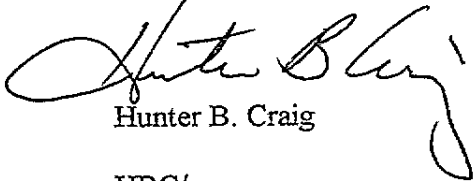
Enclosed please find the following documents:

1. Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. Certificate of Designation of Registered Agent/Registered Office.

We had previously forwarded you an original Certificate of Good Standing issued by the office of the Secretary of State of Connecticut regarding the corporate status of this corporation. In addition we previously forwarded you a check in the amount of \$78.75. Enclosed please find our check in the amount of \$206.25 representing the filing fee for Application and Affidavit and the fee for designation of Registered Agent. Please forward us a letter of acknowledgment upon registration of this corporation.

If there is anything further needed, or if there are any questions, please do not hesitate to contact me at your convenience.

Sincerely,



Hunter B. Craig

HBC/mc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

HUNTER B. CRAIG
WITTE & CRAIG, P.A.
201 SE 24TH AVENUE
POMPANO BEACH, FL 33062

SUBJECT: BUCANEER SPORTFISHING CHARTERS, LLC
Ref. Number: W98000023760

We have received your document for BUCANEER SPORTFISHING CHARTERS, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have completed the wrong application. Please complete the attached form.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00051737

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

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

1. Buccaneer Sportfishing Charters, LLC.
(Name of foreign limited liability company)
2. Connecticut
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 06 1486900
(FEI number, if applicable)
4. 06/11/97
(Date of Organization)
5. 01/01/2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 95 Housatonic Avenue
Stratford, CT 06615
(Street address of principal office)

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 TALLAHASSEE FLORIDA

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Capt. John M. Caselli</u>	<u>General Manager</u>		
<u>2731 B,E, 14th Street, Apt. 718</u>			
<u>Pompano Beach, Florida 33062</u>			
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Buccaneer Sportfishing Charters LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 - ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is 1,000.00
(This total includes amounts from 2 and 3 above.)

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TALLAHASSEE, FLORIDA
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Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Capt. John M. Caselli (General Manager)
Typed or printed name of signee
Capt. John M. Caselli (General Manager)

Filing Fee: \$250.00 for Application and Affidavit

**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:

Buccaneer Sportfishing Charters, LLC

2. The name and the Florida street address of the registered agent and office are:

Captain John M. Caselli
(Name)
2731 N.E. 14th Street, Apt. 718
Florida street address (P.O. Box **NOT** ACCEPTABLE)
Pompano Beach FL 33062
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Capt. John M. Caselli
(Signature)

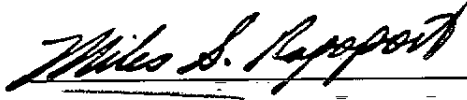
Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

BUCCANEER SPORTFISHING CHARTERS, LLC

organized under the laws of Connecticut as a Limited Liability Company,
was filed in this office on June 16, 1997 and is in existence as of
the date of this certificate.



Secretary of the State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date Issued: October 5, 1998