Filing Fee: \$150.00

ID Number:



Form No. 400 Revised: 01/99

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Corporations Division 100 North Main Street Providence, Rhode Island 02903-1335

## LIMITED LIABILITY COMPANY

## ARTICLES OF ORGANIZATION (To Be Filed In Duplicate)

Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

| 1.  | the infinited flability company is:                                                                                                                                                                                           |                                                       |                                                     |                             |                                                                        |  |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|-----------------------------|------------------------------------------------------------------------|--|
|     | Sea Air Ventures, LLC                                                                                                                                                                                                         |                                                       |                                                     |                             | _                                                                      |  |
| 2.  | The address of the limited liability company's resident agent in Rhode Island is:                                                                                                                                             |                                                       |                                                     |                             |                                                                        |  |
|     | 11 Memorial Boulevard                                                                                                                                                                                                         | Newport (City/Town)                                   |                                                     | . RI                        | 02840                                                                  |  |
|     | (Street Address, <u>not</u> P.O. Box)                                                                                                                                                                                         |                                                       |                                                     | _ · ' '                     | (Zip Code)                                                             |  |
|     | and the name of the resident agent at such address is                                                                                                                                                                         | James F                                               | Hyman                                               |                             | (=,p 0000)                                                             |  |
| _   |                                                                                                                                                                                                                               |                                                       | (Name of Agent                                      |                             |                                                                        |  |
| 3.  | Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:        |                                                       |                                                     |                             |                                                                        |  |
|     | (Check one                                                                                                                                                                                                                    | box only)                                             |                                                     |                             |                                                                        |  |
|     | $(x)$ a partnership $\underline{or}$ a corporation $\underline{or}$                                                                                                                                                           | disregard                                             | led as an entity                                    | / separ                     | ate from its member                                                    |  |
| 4.  | The address of the principal office of the limited liability company if it is determined at the time of organization:  11 Memorial Boulevard, Newport, RI 02840                                                               |                                                       |                                                     |                             |                                                                        |  |
| 5.  | The limited liability company has the purpose of engaging except the provision of professional services as defined in dissolved or terminated in accordance with Chapter 7-16, paragraph 6 of these Articles of Organization. | in any business<br>Section 7-5.1-2<br>unless a more I | which a limite<br>, and shall hav<br>imited purpose | d partn<br>re perp<br>or du | ership may carry on<br>etual existence until<br>ration is set forth in |  |
|     | Mashar<br>Oo. Ha eu (                                                                                                                                                                                                         | MAN AND WAR                                           |                                                     | MAR                         | 1LED<br>0.7 2000<br>7.6.3 3.1.3                                        |  |
| orm | No 400                                                                                                                                                                                                                        | CECHELYO                                              | E                                                   | <b>y</b>                    | 739843                                                                 |  |

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| 6.  | Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liabilit company is formed, and any other provision which may be included in an operating agreement: |                                                                                                                                                                                                            |  |  |  |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
|     | as provided for in the O                                                                                                                                                                                                                                                                                                                    | •                                                                                                                                                                                                          |  |  |  |
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| 7.  | The limited liability company is to be managed by:                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                            |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             | (Check one box only)                                                                                                                                                                                       |  |  |  |
|     | · <b>VX</b> ]                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                            |  |  |  |
|     | [XX] its mer                                                                                                                                                                                                                                                                                                                                | mbers <u>or</u> by one (1) or more managers                                                                                                                                                                |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             | •                                                                                                                                                                                                          |  |  |  |
| 8.  | If the limited liability company has managers at the time of filing these Articles of Organization, state the name and address of each manager:                                                                                                                                                                                             |                                                                                                                                                                                                            |  |  |  |
|     | <u>Manager</u>                                                                                                                                                                                                                                                                                                                              | Address                                                                                                                                                                                                    |  |  |  |
|     | N/A                                                                                                                                                                                                                                                                                                                                         | <u>/ (ud/000</u>                                                                                                                                                                                           |  |  |  |
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|     |                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                            |  |  |  |
| 9.  | The date these Articles of Organization a                                                                                                                                                                                                                                                                                                   | ire to become effective, if later than the date of filling in                                                                                                                                              |  |  |  |
|     | The date these Articles of Organization are to become effective, if later than the date of filing, is:  upon filing of the Articles of Organization.                                                                                                                                                                                        |                                                                                                                                                                                                            |  |  |  |
|     | (not prior to, nor more than 30 days after, the filing of these Articles of Organization)                                                                                                                                                                                                                                                   |                                                                                                                                                                                                            |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             | ,                                                                                                                                                                                                          |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                            |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             | Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct. |  |  |  |
| Dat | e: March 7, 2000                                                                                                                                                                                                                                                                                                                            | James & Horman                                                                                                                                                                                             |  |  |  |
|     |                                                                                                                                                                                                                                                                                                                                             | Signature of Authorized Person                                                                                                                                                                             |  |  |  |
|     | J.                                                                                                                                                                                                                                                                                                                                          | James F. Hyman, Esquire                                                                                                                                                                                    |  |  |  |