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February 18, 2000

VIA OVERNIGHT DELIVERY

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****158.75 ****158.75

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

Re: Indian Springs Marina, Inc., Conversion to Indian Springs Marina, L.L.C.

Gentlepersons:

Please file the enclosed Certificate of Conversion to a Limited Liability Company and Articles of Organization of Indian Springs Marina, L.L.C, and return to my office a certified copy of the Articles of Organization. Our firm trust account check in the amount of \$158.75 for the following fees is enclosed: _

Certificate of Conversion	\$25.00
Articles of Organization	125.00
Certified Copy	<u>8.75</u>
TOTAL	\$158.75

FILED
FEB 21 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If there is any problem with this filing, please telephone my office immediately.

L00-2309

Thank you for your attention to this matter. If you have any questions or if you need any additional information, please do not hesitate to contact me.

Very truly yours,

G. Barry Wilkinson

The corp can not contact.

Name	
Availability	
Document Examiner	DCC
Updater	
Updater Verifier	
/dt	
Acknowledgement	DCC
Enclosures	
W. P. Verifier	DCC

**ARTICLES OF ORGANIZATION
OF
INDIAN SPRINGS MARINA, L.L.C.**

The undersigned, desiring to form a limited liability company under the provisions of Sections 608.401 *et seq.*, Florida Limited Liability Company Act, as amended, hereby sets forth the following:

Article I. Name. The name of the Limited Liability Company is Indian Springs Marina, L.L.C.

Article II. Principal Office. The mailing address and the street address of the principal office of the Limited Liability Company is 7162 Hunt Club Lane, Largo, Florida 33776.

Article III. Registered Office and Agent. The post office address of the initial registered office of the Limited Liability Company is located within the City of St. Petersburg at 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701. The initial registered agent is G. Barry Wilkinson, whose business address is the same as the post office address of the initial registered office, and who is a resident of Florida and a member of the Florida State Bar.

Article IV. Management By Managers. The Limited Liability Company shall be managed by one or more Managers, who need not be members, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company.

Article V. Written Operating Agreement. Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: February 11, 2000.


Belcher Industrial Joint Venture,
A Florida Joint Venture, Organizer and sole member

By: 
Louis J. Vinci, Managing Member

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
00 FEB 21 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Organization were acknowledged before me this 11th day of February, 2000, by Louis J. Vinci, who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company at a place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process. I am familiar with and accept the duties of Registered Agent as set forth in Sections 608.401 *et seq.*, Florida Statutes.

DATED this 11th day of February, 2000.



G. BARRY WILKINSON, ESQUIRE

"Registered Agent"