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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
GRANDE LAGOON BOAT BASIN SPOILS, LLC

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**ARTICLES OF ORGANIZATION
OF
GRANDE LAGOON BOAT BASIN SPOILS, LLC**

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is GRANDE LAGOON BOAT BASIN SPOILS, LLC, and its principal office is located at 11809 Chanticleer Drive, Pensacola, Florida 32507 and its mailing address is Post Office Box 34459, Pensacola, Florida 32507.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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Kramer A. Litvak, of
Litvak Beasley & Wilson, LLP
220 W. Garden Street, Suite 606
Pensacola, Florida 32502
(850) 432-9818
FL Bar No.: 0965881

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ARTICLE IV
MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of their death, resignation, replacement or until the first annual meeting of members and their successors are elected and shall qualify, shall be:

STEVE JONES

AL HOFFMAN

JOHN BURGE

S. CRAIG BROOME

ED PARKER

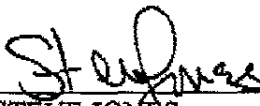
ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office 11809 Chanticleer Drive, Pensacola, Florida 32507, and the name of this limited liability company's initial registered agent is S. CRAIG BROOME.

IN WITNESS WHEREOF, the undersigned member and authorized agent has executed these

Articles of Organization for this limited liability company this 28 day of August, 2003.

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STEVE JONES
Authorized Agent

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APPROVED
AND
FILED

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 IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

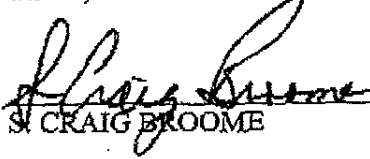
1. The name of the limited liability company is:

GRANDE LAGOON BOAT BASIN SPOILS, LLC

2. The name and address of the registered agent and office is:

S. CRAIG BROOME
11809 Chanticleer Court **DRIVE**
Pensacola, Florida 32507

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.


S. CRAIG BROOME

11/9/03
(Date)

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