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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Pirate Cove Marina LC

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership LLC
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Ordered By: _____

Date: _____

ARTICLES OF ORGANIZATION OF
PIRATE COVE MARINA, L.C.

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The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PIRATE COVE MARINA, L.C., and its principal office shall be located at 425 East Macewen Drive, Osprey, Florida 34229 in the City of Osprey, County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited

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liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company is to be managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

Julian L. Potts
425 East Macewen Drive
Osprey, FL 34229

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

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198 AUG 28 PM 4: 16

Julian L. Potts 50%
Diane E. Potts 50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company or as otherwise determined by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Julian L. Potts 50%
Diane E. Potts 50%

ARTICLE VII

DURATION

The date and time when the existence of the limited liability company shall commence shall be the date of filing of these Articles with the Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII


INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 425 East Macewen Drive, Osprey, Florida 34229, City of Osprey, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Julian L. Potts.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of PIRATE COVE MARINA, L.C.

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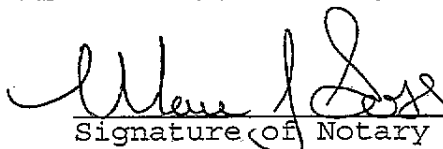
Executed by the undersigned on 08/27/, 1998.



JULIAN L. POTTS

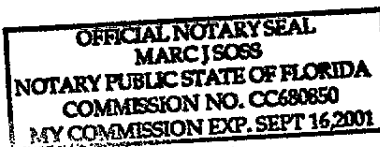
STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 27th
day of August, 1998 by JULIAN L. POTTS, as a member, on
behalf of PIRATE COVE MARINA, L.C., a limited liability company,
who is (Notary choose one) [] personally known to me, or
[] who has produced _____ as
identification.



Signature of Notary Public
Printed name of Notary Public
My Commission expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of PIRATE COVE MARINA, L.C. deposes and says:

- 1. The limited liability company identified above has at least one member.
- 2. The total amount of cash contributed by the members is \$1,000.00.
- 3. If any, the agreed value of property other than cash contributed by the members is \$ NONE.
- 4. The total amount of cash or property anticipated to be contributed by the members is \$ 1,000.00. This total includes the amounts from 2 and 3 above.



JULIAN L. POTTS

(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)

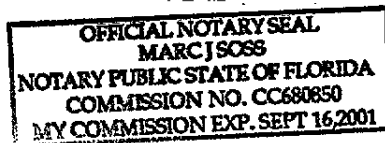

JULIAN L. POTTS

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 27th day of August, 1998 by JULIAN L. POTTS, as a Member on behalf of PIRATE COVE MARINA, L.C., a limited liability company who is (Notary choose one) [] personally known to me, or [] who has produced _____ as identification.


Signature of Notary Public
Printed name of Notary Public
My Commission expires:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF SARASOTA

Pursuant to the provisions of Sections 608.415 and 608.507 of the Florida Statutes, the undersigned limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: PIRATE COVE MARINA, L.C.

The name of the registered agent for PIRATE COVE MARINA, L.C. is Julian L. Potts and the street address of the company's principal office where the agent is located is 425 East Macewen Drive, Osprey, Florida 34229.

This statement is to acknowledge that, as indicated above, PIRATE COVE MARINA, L.C. has appointed me, Julian L. Potts, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.


Dated 8/27, 1998.


Julian L. Potts

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STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 27th day of August, 1998 by Julian L. Potts, as registered agent, on behalf of PIRATE COVE MARINA, L.C., a limited liability company, who is (Notary choose one) [] personally known to me, or [] who has produced _____ as identification.



Signature of Notary Public
Printed name of Notary Public
My Commission expires: