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ACCOUNT NO. : 072100000032

REFERENCE : 556582 4732152

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ ~~78.75~~ 125.00 (K4)

ORDER DATE : January 19, 2000

ORDER TIME : 10:13 AM

ORDER NO. : 556582-010

CUSTOMER NO: 4732152

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CUSTOMER: Ms. Tristan Hoffman
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: FORT GEORGE MARINA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

00 JAN 19 PM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 19 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1-19-00

ARTICLES OF ORGANIZATION
OF
FORT GEORGE MARINA, LLC

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be FORT GEORGE MARINA, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 9700 Philips Highway, Suite 101, Jacksonville, Florida 32256..

ARTICLE III
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
DURATION

The period of duration for the Limited Liability Company shall commence on January 17, 2000, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

SECRETARY OF STATE
JANUARY 19, 2000 11:50
FILED
TALLAHASSEE, FLORIDA

ARTICLE V MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than two (2) Managers, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

Paul A. Halloran
9700 Philips Highway
Suite 101
Jacksonville, Florida 32256

Charles E. Commander
200 North Laura Street
Jacksonville, Florida 32202

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII REGISTERED AGENT AND OFFICE

The Company designates 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, as the street address of the initial registered office of the Company and names W. A. Gartner, as the Company's initial registered agent at that address to accept service of process within this State.

APPROVED
AND
FILED
00 JAN 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
17th day of January, 2000.

By: 

W.A. Gartner, Authorized Representative
of Fort George Marina, LLC

APPROVED
AND
FILED
00 JAN 19 PM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

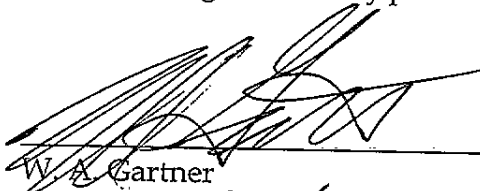
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida:

1. The name of the limited liability company is: Fort George Marina, LLC.
2. The name and address of the registered agent and office is:

W. A. Gartner
1660 Prudential Drive
Suite 203
Jacksonville, Florida 32207

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.


W. A. Gartner

Date: 1/18/00

APPROVAL
AND
FILING
00 JAN 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA