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WILLIAM CALVIN WELLS (1844-1914)
MAJOR W. CALVIN WELLS (1878-1957)
WILLIAM CALVIN WELLS, JR. (1908-1988)

April 13, 2000

JAMES S. ARMSTRONG
AMANDA A. BARTON
STEVEN H. BEGLEY
WENDELL H. COOK, JR.
RANDY L. DEAN
DAN H. FAIRLY
LANA E. GILLON
WILLIAM H. GLOVER, JR.
PHILIP A. GUNN
BRIDGET H. HANSFORD
JOHN E. HUGHES, III
JOE JACK HURST
PAIGE C. JONES
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ROY H. LIDDELL
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ROLAND D. MARBLE
R. DAVID MARCHETTI
JONATHAN T. MCCANTS
KELLY D. SIMPKINS
ERSKINE W. WELLS
WALTER D. WILLSON
R. JAMES YOUNG

Registrations Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of Gulf Pointe Marina, LLC

400003258364--9
-05/18/00--01133--007
****125.00 ****125.00

To whom it may concern:

Please find enclosed for filing the Articles of Organization of Gulf Pointe Marina, LLC. Also enclosed is a check in the amount of \$125 to cover the \$100 filing fee and \$25 designation of registered agent fee. If you have any questions, please feel free to contact me.

Sincerely yours,

WELLS MARBLE & HUSRT, PLLC

R. David Marchetti

R. David Marchetti

FILED
MAY 18 PM 4:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RDM/
Enclosures

100-5962

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Endorse	<i>[Signature]</i>
Update	<i>[Signature]</i>
Undertaker	<i>[Signature]</i>
Verityer	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verityer	<i>[Signature]</i>

**ARTICLES OF ORGANIZATION
OF
GULF POINTE MARINA, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: GULF POINTE MARINA, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 100 Old Ferry Road, Box 189, Shalimar, Florida 32579, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The name and the Florida street address of the registered agent are:

Robert P. Maxon, Jr.
100 Old Ferry Road
Shalimar, Florida 32579

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles, 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this the 13 day of April, 2000.

SHALIMAR MARINA, L.P., MEMBER
By: Shalimar Marina, Inc., General Partner

By: 
Robert P. Maxon, Jr., President

FILED
00 MAY 18 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA