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**ARTICLES OF ORGANIZATION
OF
AMELIA RIVER CRUISES AND CHARTERS, L.L.C.**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

AMELIA RIVER CRUISES AND CHARTERS, L.L.C.

ARTICLE II

TERM

The existence of the Company shall commence upon the date of execution of these Articles of Organization set forth below and its existence shall be perpetual.

ARTICLE III

ADDRESSES

The initial mailing address of the Company is 2206 Florida Avenue, Fernandina Beach, Florida 32034. The initial street address of the principal office of the Company is 2206 Florida Avenue, Fernandina Beach, Florida 32034.

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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ARTICLE IV

REGISTERED AGENT

The name and street address of the initial registered agent of the Company are as follows:

Kevin P. McCarthy
2206 Florida Avenue
Fernandina Beach, Florida 32034


ARTICLE V

LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company has executed these Articles of Organization this 26 day of May, 2000.

**McCarthy Family Limited Partnership,
by and through its General Partner:
MFLP, Inc.**

By: 
Brian K. McCarthy
Its President

**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 TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is:

AMELIA RIVER CRUISES AND CHARTERS, L.L.C.

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

Kevin P. McCarthy
2206 Florida Avenue
Fernandina Beach, Florida 32034

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.

Signature of Registered Agent


KEVIN P. MCCARTHY

Date: 5-26-00