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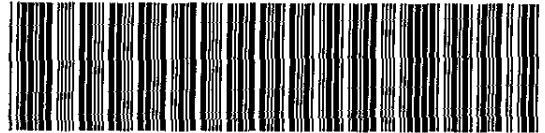
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 410315 7015A

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 55.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 2004

ORDER TIME : 2:19 PM

ORDER NO. : 410315-005

CUSTOMER NO: 7015A

CUSTOMER: Walter Mccrory, Esq
J. Walter Mccrory, Pa
Suite 200
1512 E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL MARINAS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
INTERNATIONAL MARINAS, L.C.

FILED
JAN 26 PM 8 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is International Marinas, L.C.
2. Articles of Organization were filed on behalf of the Company on June 9, 2000.
3. We, the undersigned, being all of the Members of International Marinas, L.C., a Florida limited liability company (the "Company") hereby amend the Articles of Organization of International Marinas, L.C., as follows:

ARTICLE V. MANAGEMENT is hereby deleted in its entirety and in substitution thereof shall be the following:

"ARTICLE V. MANAGEMENT"

The management of the Company shall be vested in managers and the Company shall be a manager-managed company. There shall be a minimum of two (2) managers and a maximum of seven (7) managers duly elected by a majority-in-interest of the Members and each manager shall hold office until a successor has been elected and qualified, or unless the manager sooner resigns or is removed. Each manager and managing member shall be subject to the general standards set forth in Florida Statute 608.4225. The names and addresses of the initial managers of the Company are:


Kaye Pearson
1637 East Lake Drive
Fort Lauderdale, FL 33316

J. Walter McCrory
1512 East Broward Boulevard
Suite 200
Fort Lauderdale, FL 33301"

AMENDMENT TO ARTICLES OF ORGANIZATION
INTERATIONAL MARINAS, L.C.

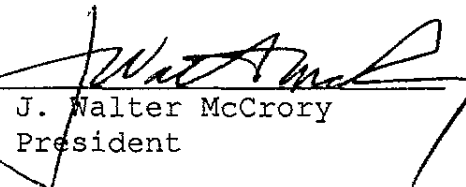
4. In all other respects, the Articles of Organization are hereby ratified and confirmed.

DATED this 29 day of DECEMBER, 2003.



Kaye Pearson, Member

DEVELOPORT, INC., Member

By: 

J. Walter McCrory
President