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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BARNES WALKER, CHARTERED
Account Number : 102371002705
Phone : (941) 741-8224
Fax Number : (941) 708-3225

EFFECTIVE DATE
10-31-00

LIMITED LIABILITY COMPANY

R.D. Marina, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
R.D. MARINA, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is R.D. Marina, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is c/o Mike Carter I, Inc., 417 12th Street West, Suite 200, Bradenton, Florida 34205.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Adron H. Walker. The address of Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by one Manager who will serve until the first annual meeting of the Members. The initial Manager is identified as follows:

Michael M. Carter, whose address is Mike Carter I, Inc., 417 12th Street West, Suite 200, Bradenton, Florida 34205.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except, without having first obtained the prior written consent of all of the Member[s], amend these Articles or the Operating Agreement/Regulations of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member[s], or;

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- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member[s] of the Company.

ARTICLE VI

Admission of New Members

The Members of the Company do not have the right to admit new Members, but the Manager of the Company has the right to admit new Members in accordance with the Operating Agreement/Regulations of the Company.

ARTICLE VII

Continuation of Business

A majority in interest of the remaining Member[s] of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VIII

Voting Rights

Each Member's vote on matters relating to the Company on which Member[s] are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

ARTICLE IX

Profits and Losses Allocation

Profits and losses will be allocated to the Member[s] in accordance with the Operating Agreement/Regulations of the Company.

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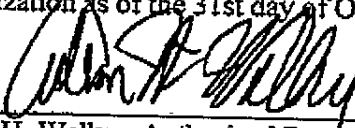
**ARTICLE X
Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE XI
Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence on October 31, 2000, at 12:01 AM.

IN WITNESS WHEREOF, the undersigned Member[s] or authorized representative of a Member has/have executed these Articles of Organization as of the 31st day of October, 2000.


Adron H. Walker, Authorized Representative of
Michael M. Carter, Member

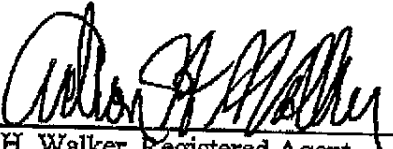
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 R.D. Marina, L.L.C.
2. The name and address of the registered agent and office Adron H. Walker, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of October 31, 2000.


Adron H. Walker, Registered Agent

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