TRANSMITTAL LETTER 00000/593

January 26, 2001

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



SUBJECT: KELCO MARINA BAY LLC

700003590317---1 -01/29/01--01107--007 ****125.00 *****125.00

Enclosed is an original and one (1) copy of Articles of Organization for the above limited liability company and our check for \$125.00.

X \$100.00 Filing Fee

X \$25.00 Designation of Registered Agent

\$52.50 Certified Copy (OPTIONAL)

\$ 8.75 Certificate of Status (OPTIONAL)

FROM: JOANN G. SLAY, ESQ.
999 Fairfield Meadows Drive
Weston, FL 33327
Attorney for Kelco Marina Bay LLC

(954) 385-9120 Daytime Telephone

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ARTICLES OF ORGANIZATION FOR KELCO MARINA BAY LLC

ARTICLE I - NAME

The name of the Limited Liability Company is KELCO MARINA BAY LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2700 South Commerce Parkway, Suite 313, Weston, FL 33331

ARTICLE III

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

Kelley D. Slay 2700 South Commerce Parkway, Suite 313 Weston, FL 33331

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 as provided for in Chapter 608, F.S.

ARTICLE IV - MANAGEMENT (Check box IF APPLICABLE.)

The Limited Liability Company is to be managed by a manager or managers and is therefore, a pranager Imanaged company.

KELLEY D. SLAY

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KELLEY D. SLAY

(Printed name of signee)

Filing fee: \$100.00 for Articles of Organization, \$ 25.00 Designation of Registered Agent, \$ 30.00 Certified Copy (OPTIONAL), \$ 5.00 Certificate of Status (OPTIONAL)