

ARTICLES OF ORGANIZATION
OF
TARPON BEND FOOD & TACKLE-ATLANTIC AVENUE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be TARPON BEND FOOD & TACKLE-ATLANTIC AVENUE, L.L.C. (the "Company"). The principal place of business and mailing address of the Company in Florida shall be 200 S. W. 2nd Street, Fort Lauderdale, Florida 33301.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida to carry on any lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of, or incidental to, any or all of the purposes and objects hereinbefore enumerated.

01 MAY -3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV

REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida is:

Name

Address

Louise J. Allen

200 East Broward Boulevard
Suite 1900
Fort Lauderdale, Florida 33602

ARTICLE V

ADMISSION OF NEW MEMBERS

The addition of a new member to the Company be governed by the Operating Agreement.

ARTICLE VI

MANAGEMENT

The Company is a manager managed company. The business affairs of the Company shall be managed and all the corporate powers thereof shall be vested in and exercised by a Management Committee. The Management Committee shall be appointed as provided in the Operating Agreement of the Company. The number of managers of the initial Management Committee shall be one (1) and thereafter may be increased or decreased as set forth in the Operating Agreement. The name and address of the sole member of the Management Committee of the Company, is:

TRP - TB ATLANTIC AVENUE, LLC
200 S.W. 2nd Street,
Fort Lauderdale, FL 33301

ARTICLE VIII

VOTING RIGHTS

Each member's vote shall be governed by the Operating Agreement of the Company.

01 MAY -3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IX

AMENDMENTS

The Articles of Organization of this limited liability company may only be amended as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida, for the foregoing uses and purposes this 2 day of May, 2001.



Tim Petrillo, Member

APPROVED
AND
FILED

01 MAY -3 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for TARPON BEND FOOD & TACKLE-ATLANTIC AVENUE, LLC. at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent Florida Statutes, 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.


Louise J. Allen, Registered Agent

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AND
FILED
01 MAY -3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA