

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Sebastian Inland Harbor Company LLC

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****125.00 ****125.00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATIONS
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAY 14 AM 8:15

APPROVED
AND
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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Florida Limited Liability Company is: Sebastian Inland Harbor Company, LLC (hereafter "Company").

ARTICLE II

Address

The mailing and street address of the principal office of the Company is:

5 Willard Drive, St. Augustine, Florida 32086

ARTICLE III

Registered Agent; Registered Office; & Registered Agent's Signature

The name of the initial registered agent shall be Sykes & Associates, Professional Limited Company and the Florida street address as follows:

101000002501
Sykes & Associates, Professional Limited Company
Attention: W. Steve Sykes
(P.O. Box 1034, Zip 32085)
5 Palm Row
St. Augustine, Florida 32084

Certification of Registered Agent:

Having been named as registered agent and to accept service of process for Sykes & Associates 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, Fla. Stat.

[Signature]
Sykes & Associates, Professional Limited Company - Registered Agent
W. Steve Sykes

Sebastian Inland Harbor Company, LLC

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ARTICLE IV**Limited Liability Company Purpose**

The Company has been organized as a Florida Limited Liability Company for the business of acquiring, developing, constructing, leasing, operating, owning and selling as a whole or in part real property, marina, developed commercial and residential units including but not limited to, retail, offices, condominiums, parking garages, appurtenant common areas and other such mixed use development as may be initiated by the Managers in accordance with the Operating Agreement.

The Company may exercise all powers necessary or reasonably connected with the Company's business which may be legally exercised by a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

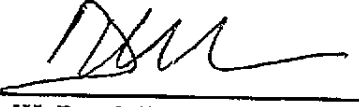
Furthermore, the Company may engage in all activities necessary, customary, convenient or incident to any of the forgoing

ARTICLE V**Management**

The Company is a manager-managed company which is to be managed by one or more managers in accordance with the Operating Agreement. At any time when there is more than one manager, any one manager may take any action permitted to be taken by a manager in accordance with the Operating Agreement and applicable law. The initial joint managers shall be, Geoffrey N. Nolan and Douglas W. Randall.

The undersigned attests that the forgoing Articles of Organization for Sebastian Inland Harbor Company, LLC and facts stated herein are true and correct.

Executed this 14th day of May, 2001,



Douglas W. Randall
Joint Manager

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