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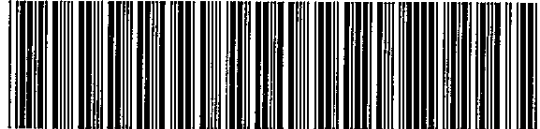
(Business Entity Name)

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CAPITAL CONNECTION, INC.

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

Sebastian Inland Harbor
Development LLC

please
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- _____ Art of Inc. File _____
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- _____ L.C. File _____
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- _____ Trade/Service Mark _____
- _____ Merger File _____
- ☒ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
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- _____ 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 _____
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- _____ UCC 11 Retrieval _____
- _____ Courier _____

**RESTATED ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I

Name & Date of Filing

The name of the Florida Limited Liability Company is: Sebastian Inland Harbor Development, LLC (hereafter "Company"). The Articles of Organization were filed on May 14, 2001.

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 registered agent shall be The Sykes Firm, Professional Limited Company and the Florida street address as follows:

The Sykes Firm, Professional Limited Company
Attention: W. Steve Sykes
(P.O. Box 1034, Zip 32085)
103 San Rafael Road
St. Augustine, Florida 32080

Certification of Registered Agent:

Having been named as registered agent and to accept service of process for the 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, Flu. Stat.



The Sykes Firm, Professional Limited Company - Registered Agent
W. Steve Sykes

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, restaurants, 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.

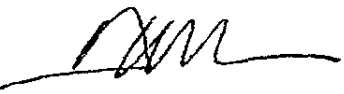
Furthermore, the Company may engage in all activities necessary, customary, convenient or incident to any of the foregoing.

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 manager shall be Douglas W. Randall.

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

Executed this 22nd day of January, 2004,



Douglas W. Randall
Manager