

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

SUBJECT: CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

()
Filing Fee
and Registered
Agent
Designation

()
Filing Fee,
Registered Agent
Designation, and
Certificate of Status

()
Filing Fee,
Registered Agent
Designation, and
Certified Copy

(X)\$160.00
Filing Fee,
Registered Agent
Designation,
Certified Copy, and
Certificate of Status

From: Samuel L. LePrell
1930 San Marco Boulevard
Suite 201, St. Mark's Place
Jacksonville, Florida 32207-3256
904-390-2705

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 12, 2002

SAMUEL L. LEPRELL
1930 SAN MARCO BOULEVARD
SUITE 201, ST. MARK'S PLACE
JACKSONVILLE, FL 32207-3256

SUBJECT: CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C.
Ref. Number: W02000006843

We have received your document for CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please note that Article V also makes reference to the Affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 202A00014794

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**ARTICLES OF ORGANIZATION
OF
CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 1930 San Marco Boulevard, Suite 201, St. Mark's Place, Jacksonville, Florida 32207.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Samuel L. LePrell, 1930 San Marco Blvd., Suite 201, Jacksonville, Florida 32207

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company \$1,000.00 in cash.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

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ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME

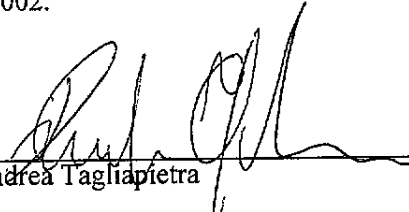
Andrea Tagliapietra

ADDRESS

1930 San Marco Boulevard
Suite 201, St. Mark's Place
Jacksonville, Florida 32207

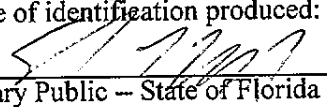
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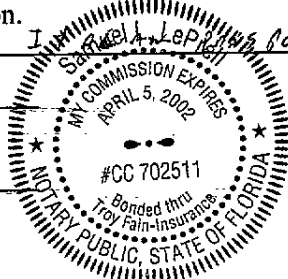
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Jacksonville, Florida, on March 5, 2002.


Andrea Tagliapietra

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this March 5, 2002 by Andrea Tagliapietra, who is personally known to me OR produced identification.
Type of identification produced:


Notary Public -- State of Florida

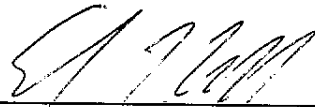


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C.
2. The name and address of the registered agent in Florida are:
Samuel L. LePrell
1930 San Marco Boulevard
Suite 201, St. Mark's Place
Jacksonville, Florida 32207

The undersigned, being the person named in the articles of organization of CLASSIC BOATS AND BOATYARDS MANAGEMENT, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Samuel L. LePrell
Registered Agent

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