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May 1, 2002

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****125.00 ****125.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Anchorage Yacht Basin, L.L.C.

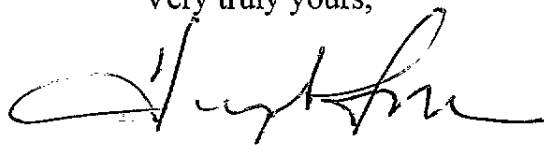
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Organization for the above captioned Limited Liability Company, together with check in the sum of \$125.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

FILED
2002 MAY -6 AM 8:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 10 2002

**ARTICLES OF ORGANIZATION
OF ANCHORAGE YACHT BASIN, L.L.C.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be ANCHORAGE YACHT BASIN, L.L.C.

II.

The mailing address of the Limited Liability Company is: 96 E. Eau Gallie Causeway, Melbourne, FL 32901. The street address of the principal office of the Limited Liability Company is 96 E. Eau Gallie Causeway, Melbourne, FL 32901.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is EDWARD G. NELSON, 419 No. Washington Avenue, Titusville, FL 32796.

IV.

The Limited Liability Company shall be managed by a Board of Managers, consisting of a number not more than three (3) and the activities of the Limited Liability Company shall be conducted as a manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

V.

The names and addresses of the Initial Managers of the Limited Liability Company are as follows:

Name	Address
Edward G. Nelson	419 No. Washington Avenue Titusville, FL 32796
Florence P. Nelson	419 No. Washington Avenue Titusville, FL 32796

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TALLAHASSEE, FLORIDA

VI.

The Limited Liability Company shall be initially organized with two (2) members. The name and address of the Initial Members of the Limited Liability Company are:

Name	Address
Edward G. Nelson	419 No. Washington Avenue Titusville, FL 32796
Florence P. Nelson	419 No. Washington Avenue Titusville, FL 32796

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

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TALLAHASSEE, FLORIDA

VIII.

This Limited Liability Company shall exist perpetually.

IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial member and initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 30 day of April, 2002.

Initial Members:

Edward G. Nelson
Edward G. Nelson

Florence P. Nelson
Florence P. Nelson

Initial Managers:

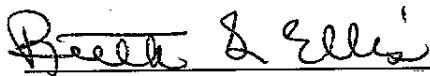
Edward G. Nelson
Edward G. Nelson

Florence P. Nelson
Florence P. Nelson

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD G. NELSON and FLORENCE P. NELSON to me well known to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed in their respective capacities, as Initial Members and Initial Managers.

WITNESS my hand and official seal this 30 day of April, 2002.



Notary Public, State of Florida

My Commission Expires:



Ruth S. Ellis
MY COMMISSION # DD031714 EXPIRES
July 9, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA


STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

ANCHORAGE YACHT BASIN, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

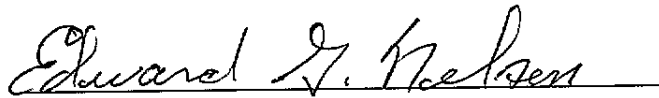
The street address of the initial registered office of this Limited Liability Company is 419 No. Washington Avenue, Titusville, FL 32796, and the name of the initial registered agent of this Limited Liability Company at that address is EDWARD G. NELSON.

DATED this 30 day of April, 2002.


Edward G. Nelson

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of ANCHORAGE YACHT BASIN, L.L.C. at the initial registered office of the Limited Liability Company at 419 No. Washington Avenue, Titusville, Florida 32796.


Edward G. Nelson

Anchorage.llc