

Division of Corporations

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Account Name : CARLTON FIELDS
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LIMITED LIABILITY COMPANY

Queen's Harbour Marina, LLC

Name Availability	
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**ARTICLES OF ORGANIZATION
OF
QUEEN'S HARBOUR MARINA, LLC**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"): FILED
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ARTICLE I

Name

The name of the Company is Queen's Harbour Marina, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 2325 Ulmerton Road, Suite 20, Clearwater, Florida 33762.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Harbour Place, 5th Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

ARTICLE IV

Organizing Member

The name and address of the member of the Company executing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Queen's Harbour Yacht & Country Club, Ltd.	2325 Ulmerton Road, Suite 20 Clearwater, Florida 33762

ARTICLE V

Management

The Company shall be a manager-managed company.

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Effective as of the 26th day of August, 2002.

QUEEN'S HARBOUR YACHT &
COUNTRY CLUB, LTD.

By: QUEEN'S HARBOUR YACHT &
COUNTRY CLUB, INC., its sole General
Partner

By: [Signature]
GREGORY D. MORRIS,
its Vice President

(CORPORATE SEAL)

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Effective as of the 26th day of August, 2002.

REGISTERED AGENT:

CFRA, LLC

By: [Signature]
Joel B. Giles, its Authorized Agent

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