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ACCOUNT NO. : 072100000032

REFERENCE : 816687 81424A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 12, 2002

ORDER TIME : 11:07 AM

ORDER NO. : 816687-005

CUSTOMER NO: 81424A

CUSTOMER: L. N. Ingram, Iii, Esq
L.n. Ingram, Iii, Esq

Suite 302
900 Sixth Avenue South
Naples, FL 34102-6792

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DOMESTIC FILING

NAME: PORT-O-CALL MARINA, LIMITED
LIABILITY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF
PORT-O-CALL MARINA,
LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I -- Name:

The name of the limited liability company (sometimes hereinafter referred to as the "Limited Liability Company", the "LLC", or "L.L.C.") is

"PORT-O-CALL MARINA, Limited Liability Company"

ARTICLE II -- Principal Office Address:

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

550 Port-O-Call Way
Naples, Florida 34102

ARTICLE III -- Registered Agent

The name and address of the initial Registered Agent of the Limited Liability Company is:

David C. Norris
241 Palmetto Dunes Circle
Naples, Florida 34113

ARTICLE IV -- Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V -- Management:

The Limited Liability Company is to be managed by the members and the name and address of the initial Members are:

JRN Yachts, L.L.C.,
A Wisconsin Limited Liability Company
621 Park Plaza Drive
LaCrosse, Wisconsin 54601

and

R & R Enterprises, L.L.C.,
A Florida Limited Liability Company
3820 Seventh Avenue N.W.
Naples, Florida 34120

Each member Limited Liability Company shall designate in writing, and file with the LLC, the name and address of individual designated to act on behalf of the member Limited Liability Company.

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ARTICLE VI -- Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted but only with the prior written and unanimous consent of the then existing members.

ARTICLE VII -- Limitation on Agency Authority of Members

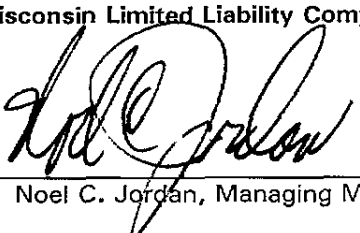
Pursuant to Section 608.4235(2)(a) of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

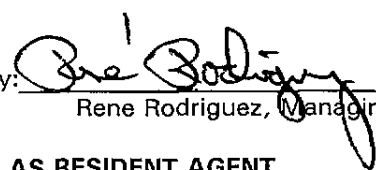
IN WITNESS WHEREOF, we, the undersigned, have signed these Articles of Organization and acknowledged them to be our act this 8th day of November, A.D., 2002.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

JRN YACHTS, L.L.C.,
A Wisconsin Limited Liability Company

R & R ENTERPRISES, L.L.C.,
A Florida Limited Liability Company


By: 
Noel C. Jordan, Managing Member

By: 
Rene Rodriguez, Managing Member

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability 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, Florida Statutes.

Executed this the 8th day of November, A.D., 2002.


David C. Norris

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TALLAHASSEE, FLORIDA

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STATE OF WISCONSIN
COUNTY OF LACROSSE

The foregoing instrument was acknowledged before me this the 8th day of November, A.D. 2002, by NOEL C. JORDAN, who is personally known to me.

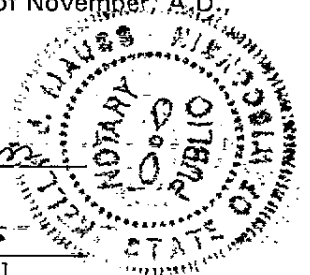
Kelly J Mauss
Notary Public

Kelly J MAUSS
[Printed Name of Notary Public]

Commission No. _____

My Commission Expires:

12-19-04



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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this the 8th day of November, A.D. 2002, by RENE RODRIGUEZ, who is personally known to me.

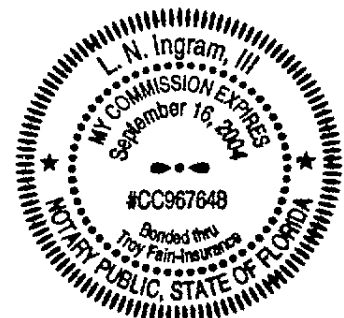
[Signature]
L. N. Ingram, III, Notary Public
Commission No. CC967648
My Commission Expires Sept. 16, 2004



STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this the 8th day of November, A.D., 2002, by DAVID C. NORRIS, who is personally known to me.

[Signature]
L. N. Ingram, III, Notary Public
Commission No. CC967648
My Commission Expires Sept. 16, 2004



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