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DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 866851 4385680

AUTHORIZATION :

Patricia Pizzi

COST LIMIT : \$ 155.00

ORDER DATE : December 20, 2002

ORDER TIME : 12:11 PM

ORDER NO. : 866851-005

CUSTOMER NO: 4385680

CUSTOMER: Beatrice Pucci, Secretary
Meland, Russin & Hellinger,
P.a.
Suite 3000
200 S. Biscayne Blvd.
Miami, FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GRASSY KEY MARINA OF MARATHON,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
GRASSY KEY MARINA OF MARATHON, LLC

ARTICLE I - Name

The name of the company is Grassy Key Marina of Marathon, LLC (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be 50 years.

ARTICLE III - Address

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

c/o Berman Mortgage Company
3250 Mary Street, #308
Miami, FL 33131

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Company and the street address of the registered office of this Company is:

Meland, Russin, Hellinger & Budwick, P.A.
3000 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Management

The Company is to be managed by the members.

ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE VII - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

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ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 20th day of December, 2002.

Grassy Key Marina of Marathon, LLC

By: 

Mark S. Meland, as attorney for Members

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is:
Grassy Key Marina of Marathon, LLC
- 2) The name and address of the registered agent and office is:

Meland, Russin, Hellinger & Budwick, P.A.
3000 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

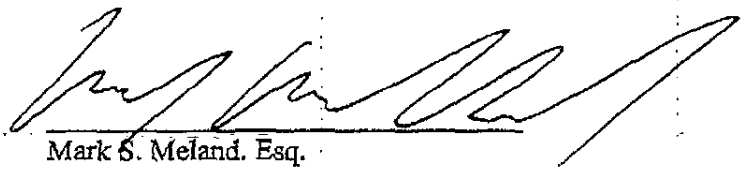
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Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

12/20/02
Date


Mark S. Meland, Esq.