

W4 0000 19004

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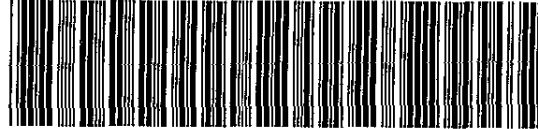
(Business Entity Name)

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# HOLLAND & KNIGHT LLP

50 North Laura Street, Suite 3900  
P.O. Box 52687 (ZIP 32201-2687)  
Jacksonville, Florida 32202

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February 26, 2004

**PAM CARR**  
**SR. LEGAL SECRETARY**  
904-798-5430

Internet Address: pcarr@hklaw.com

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

Re: Julington Marina LLC  
Fax Aud. # H04000040101  
Letter No. 804A00012618

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion for Julington Marina Partnership and Articles of Organization for Julington Marina LLC. Also enclosed is our firm's check in the amount of \$150.00 in payment of the filing fees.

Please note that we attempted to file these documents electronically; however, the enclosed letter dated February 25, 2004, instructed us that the Certificate of Conversion cannot be filed electronically, and therefore we are resubmitting these documents for filing.

If you have any questions concerning this filing, please do not hesitate to contact us.

Very truly yours,

HOLLAND & KNIGHT LLP



Pam Carr  
Secretary to  
Pamela J. Simmons

/pc  
Enclosures

# 1731872\_v1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 25, 2004

HOLLAND & KNIGHT

SUBJECT: JULINGTON MARINA LLC  
REF: W04000007858

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The certificate of conversion can not be filed by fax this document must be mailed in.,

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) 245-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: E04000040101  
Letter Number: 804A00012618

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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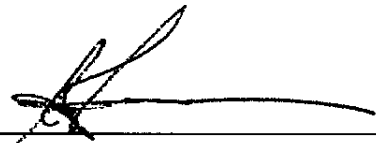
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**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this Certificate of Conversion to convert to a Florida limited liability company:

1. The name of the unincorporated business immediately prior to filing this document was Julington Marina Partnership.
2. The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:
  - A. Date: 11/15/90
  - B. Jurisdiction: Florida
3. The name of the limited liability company as set forth in the attached articles of organization is Julington Marina LLC.
4. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State.

BDR ASSOCIATES, INC., its Member

By:   
A. Quinn Bell, President

# 1470691\_v1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
JULINGTON MARINA LLC**

Pursuant to Section 608.407, Florida Statutes, Julington Marina LLC hereby delivers for filing these Articles of Organization.

**ARTICLE I. NAME**

The name of the limited liability company is Julington Marina LLC (the "Company").

**ARTICLE II. ADDRESS**

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

12807 San Jose Boulevard  
Jacksonville, FL 32233

**ARTICLE III. DURATION AND CONTINUATION**

The Company's existence will commence on the date of filing these Articles of Organization, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE IV. PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V. REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE VI. MANAGEMENT**


The Company shall be manager-managed. The Company's affairs will be conducted, carried on, and managed by one (1) or more managers who will retain such position until removed and replaced as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA  
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Dated this 24<sup>th</sup> day of February, 2004.

BDR ASSOCIATES, INC., its Member

By:   
A. Quinn Bell, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: James Z Main

# 1470652\_v1

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