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From:
Account Name : LEO J. SALVATORI
Account Number : I20030000112
Phone : (239) 263-1480
Fax Number : (239) 649-0158

LIMITED LIABILITY COMPANY

Waterpark Commercial Leasing, L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
WATERPARK COMMERCIAL LEASING, L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be WATERPARK COMMERCIAL LEASING, L.C., (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 1500 Miracle Strip Parkway, Ft. Walton Beach, Florida 32548.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows:
SALVATORI & WOOD, P.L., 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103

ARTICLE IV

DURATION

This Company shall exist until December 31, 2054, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

ARTICLE V

MANAGEMENT

The Company will be managed by two (2) co-managers in accordance with the Company's regulations. The names and addresses of the initial co-managers are as follows:

Name

Address

Fred E. Tolbert, III

1500 Miracle Strip Parkway
Ft. Walton Beach, FL 32548

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Daniel Q. Bilger

1500 Miracle Strip Parkway
Ft. Walton Beach, FL 32548

ARTICLE VI

MEMBERSHIP

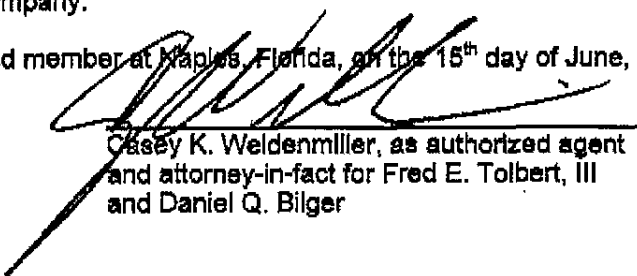
The Co-Managers shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote of two-thirds of the membership.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 15th day of June, 2004.


Casey K. Weidenmiller, as authorized agent
and attorney-in-fact for Fred E. Tolbert, III
and Daniel Q. Bilger

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 15th day of June, 2004, by Casey K. Weidenmiller, as authorized agent and attorney-in-fact for Fred E. Tolbert, III and Daniel Q. Bilger. He is personally known to me.


Notary Public

Debra K. Blackwell
My Commission DD062764
Expires August 28, 2005

Typed, printed or stamped name of notary
My commission expires:

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

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

The name of the limited liability company is **WATERPARK COMMERCIAL LEASING, L.C.**

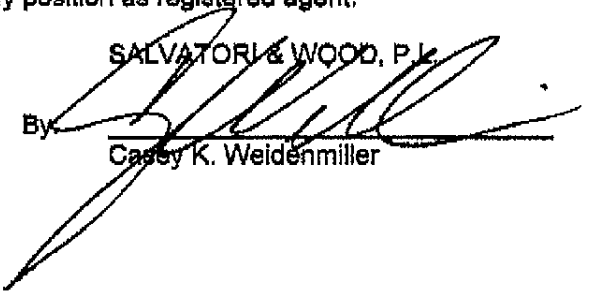
The name of the initial registered agent of the limited liability company is **SALVATORI & WOOD, P.L.**, and the address of the office of the registered agent is **4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.**

REGISTERED AGENT ACCEPTANCE

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 that 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.

SALVATORI & WOOD, P.L.

By


Casey K. Weidenmiller

Date: June 15, 2004

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