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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Alstott Rorebeck Marini Development and Holdings LLC

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**ARTICLES OF ORGANIZATION
OF
ALSTOTT ROREBECK MARINI DEVELOPMENT AND HOLDINGS LLC
(a Florida Limited Liability Company)**

The undersigned, a representative of the members of Alstott Rorebeck Marini Development and Holdings LLC, a Florida limited liability company (the "Company") under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I

Name

The name of this Limited Liability Company is Alstott Rorebeck Marini Development and Holdings LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 1510 West Cleveland Street, Tampa, Florida 33606.

ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The Florida street address of the registered office of this Company shall be 1510 West Cleveland Street, Tampa, Florida 33606, and the name of the registered agent of the Company at that address shall be Curtis G. Rorebeck, III.

ARTICLE IV

Withdrawal

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether such distributions and other payments equal the fair value of such withdrawing Member's interest in the Company as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

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IN WITNESS WHEREOF, the undersigned representative of the members has signed these Articles of Organization this 23 day of June, 2004.

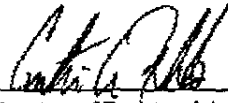


Signature of a member (or an authorized representative of a member)

Print Name: Curtis G. Rorebeck, III
Title: Authorized Representative

Registered Agent Acceptance

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 relative 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, F.S.



(Signature of Registered Agent) Curtis G. Rorebeck, III.

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