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TALLAHASSEE, FLORIDA

J. BRYAN JUL 26 2004

DARRIN M. PHILLIPS, P.A.

ATTORNEY AT LAW
SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 34102
(239) 262-7748
FAX (239) 262-7144

July 21, 2004

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: New Port Richey Yacht Condominiums, L.L.C.

Dear Sir or Madam:

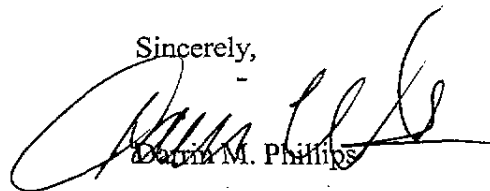
Please find enclosed an original and (1) copy of the executed Articles of Organization for the above referenced limited liability company.

Kindly file and return a filed copy by regular mail in the enclosed self-addressed stamped envelope.

Our check in the amount of \$125.00 is enclosed for the filing fee. If you should have any questions, please feel free to contact me.

Thank you for your cooperation in this regard.

Sincerely,



Darin M. Phillips

DMP/
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

NEW PORT RICHEY YACHT CONDOMINIUMS, L.L.C.

The undersigned subscriber to these Articles of Organization certify that they have associated themselves 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. The undersigned further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be NEW PORT RICHEY YACHT CONDOMINIUMS, L.L.C., and its principal place of business and mailing address shall be 5250 Fox Hollow Drive, #519, Naples, Florida 34104. It shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

DURATION

The term of existence of the limited liability company is perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE III

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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C. To purchase, or otherwise acquire, undertake, carry improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, and immunities of limited liability companies for profit.

F. To do any and all things necessary, suitable, proper and advisable for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

G. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by reasonable construction of said laws.

H. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize

or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company man not, under Florida laws, lawfully carry on, exercise or do.

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ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows.

Peter Musarra-5250 Fox Hollow Drive, #519, Naples, FL 34104
John Difini- 1023 Millredge, Highland Hts., OH 44143

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for

investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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ARTICLE VIII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members, in equal shares.

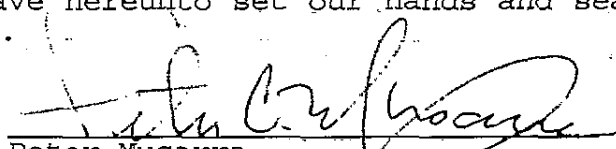
ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company:

Darrin M. Phillips, Esq.
350 5th Avenue South, Suite 200
Naples, Florida 34102

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of NEW PORT RICHEY YACHT CONDOMINIUMS, L.L.C.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 20th day of July, 2004.


Peter Musarra


John Difini

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by Peter Musarra and John Difini () who is personally known to me or (/) who has produced _____ as identification.

Kelly L. Russell
Signature, Notary Public

Kelly L. Russell
Print Name, Notary Public



Kelly L. Russell
My Commission CC906807
Expires February 06, 2005

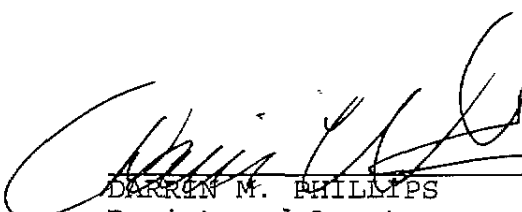
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the registered agent for NEW PORT RICHEY YACHT CONDOMINIUMS, L.L.C., is Darrin M. Phillips, Esq., and the street address of the company's principal office where the agent is located is: 350 5th Ave. S., Ste. 200, Naples, Florida 34102.

This statement is to acknowledge that, as indicated above, NEW PORT RICHEY YACHT CONDOMINIUMS, L.L.C., has appointed me, Darrin M. Phillips, Esq., as its registered agent to accept service of process for the company as the place designated above in this Certificate. I accept this 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.


DARRIN M. PHILLIPS
Registered Agent

7-20-04
Date

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TALLAHASSEE, FLORIDA