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LAW OFFICES

SCOTT J. PERDIGON, P.A.

FILED

One Datran Center PH-2 • Suite 1802 9100 South Dadeland Boulevard Miami, Florida 33156

(\$05) 670-8707 Facsimile: (\$05) 670-3711 2674 OCT 11 A 11: 01

SECRETARY OF STATE TALLARASSEE, FLUXUDA E-Mail: sperdi@perdigonlaw.com E-Mail: jfrank@perdigonlaw.com

SCOTT J. PERDIGON JESSICA FRANK

October 8, 2004

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

VIA OVERNIGHT DELIVERY

RE: AMERICAN WATERSPORTS COCONUT GROVE, LLC

Dear Sir or Madam:

The enclosed Articles of Organization and our check for \$125.00 representing the filing fees (Articles of Organization and Designation of Registered Agent) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott J. Perdigon, Esq. SCOTT J. PERDIGON, P.A. One Datran Center PH 2 • Suite 1802 9100 South Dadeland Boulevard Miami, Florida 33156

For further information concerning this matter, please call: Scott J. Perdigon, Esq., at (305) 670-3707.

Thank you for your attention to this matter.

Very truly yours,

SCOTT J. PERDIGON, P.A.

COTT LPERDICON

SJP/cms Enclosures

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

ARTICLE I -- Name

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The name of the Limited Liability Company is: American Watersports Coconut Grove, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2560 S. Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE III — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Scott J. Perdigon, Esq. Scott J. Perdigon, P.A. 9100 S. Dadeland Boulevard PH-2, Suite 1802 Miami, Florida 33156

ARTICLE IV - Management

The Company shall be managed by the Managing Member. Except as otherwise provided in the Operating Agreement, only the Managing Member shall have the right to act for and bind the Company in the ordinary course of its business.

This Company has two (2) managing members whose names and addresses are:

Title:

Name and Address:

Managing Member

Brian Freedman

2560 S. Bayshore Drive

Coconut Grove, Florida 33133

Managing Member

Ronald Freedman

2560 S. Bayshore Drive

Coconut Grove, Florida 33133

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this ______ day of October, 2004.

Signature of authorized representative

FILED

In accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Scott J. Perdigon, Esq.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT FILED

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I the famillar A II: 01 with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Registered Agent:

Scott d. Perdigon, Esq.