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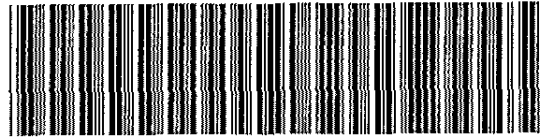
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 977927 4133D

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 160.00

ORDER DATE : November 17, 2004

ORDER TIME : 3:41 PM

ORDER NO. : 977927-005

CUSTOMER NO: 4133D

CUSTOMER: Ms. Sabrina Bauer
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: PIER 17 YACHT CLUB GP, LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PIER 17 YACHT CLUB GP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is PIER 17 YACHT CLUB GP, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 4835 LBJ Freeway, Suite 210, Dallas Texas 75244.

**ARTICLE III
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

| <u>Name</u> | <u>Address</u> |
|-----------------------------|--|
| Corporation Service Company | 1201 Hays Street Tallahassee, Florida 32301 |

**ARTICLE IV
DURATION**

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

Having been named as registered agent and to accept service of process for the stated limited liability company at the place designated in this certificate, 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 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 as provided for in Chapter 608, Florida Statutes.


Corporation Service Company

Deborah D. Skipper

Deborah D. Skipper
Assistant Vice President

IN WITNESS WHEREOF, the undersigned member has made and subscribed these
Articles of Organization at Broward County, Florida for the foregoing uses and purposes this
16th day of November, 2004.

MEMBER:



Harry C. Sherman III, Member