

L05000008719

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Restated

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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : UDIS HOLDINGS, LLC
Account Number : I20050000077
Phone : (561)362-6370
Fax Number : (561)892-2928

M. HODGES

05-8719

LIMITED LIABILITY AMENDMENT

BLACKWATER SOUND MARINA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$30.00

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STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BLACKWATER SOUND MARINA, LLC**

FIRST: The Articles of Organization of Blackwater Sound Marina, LLC (the "Company") were filed on January 18, 2005, and assigned document number L05000008719. The Articles of Organization were subsequently amended by Articles of Amendment to Articles of Organization filed on February 14, 2005.

SECOND: The Members of the Company have unanimously agreed to amend and restate in their entirety the Articles of Incorporation as in effect prior to the date hereof by adopting the following Amended and Restated Articles of Organization:

ARTICLE I

The name of the limited liability company is BLACKWATER SOUND MARINA, LLC (the "Company").

ARTICLE II

The mailing address of the principal office of the Company is 1515 North Federal Highway, Suite 405, Boca Raton, FL 33432, and the street address is the same.

ARTICLE III

The Company shall be managed by a Manager in accordance with the Amended and Restated Operating Agreement of the Company (the "Operating Agreement") adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization. The name and address of the Manager of the Company is:

Marina Largo, LLC
1515 North Federal Highway, Suite 405
Boca Raton, FL 33432

ARTICLE IV

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

Mark N. Delevie, Esq.
1515 North Federal Highway, Suite 405
Boca Raton, FL 33432

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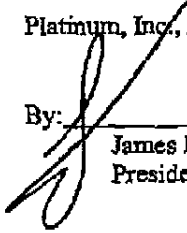
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IN WITNESS WHEREOF, the undersigned Manager has made and subscribed these Amended and Restated Articles of Organization at Boca Raton, Florida, on 10th October 2005.

MARINA LARGO, LLC

By: Platinum, Inc., Member

By: 
James Pagano
President

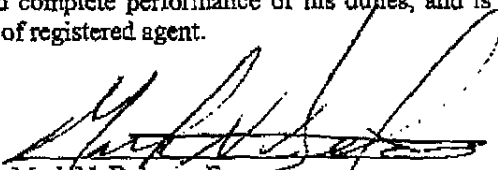
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, BLACKWATER SOUND MARINA, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is BLACKWATER SOUND MARINA, LLC.
2. The name and street address of the registered agent in the State of Florida are:

Mark N. Delevie, Esq.
1515 North Federal Highway, Suite 405
Boca Raton, FL 33432

The undersigned, being the person named in the Amended and Restated Articles of Organization of BLACKWATER SOUND MARINA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Amended and Restated Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Mark N. Delevie, Esq.
Registered Agent

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