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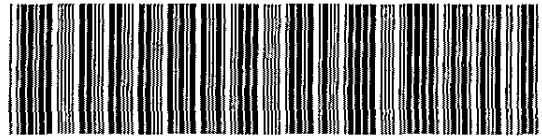
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

Subject: PARADISE MARINAS OF FLORIDA, LLC

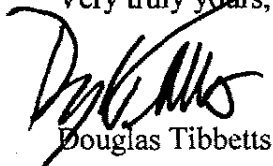
The enclosed Articles of Organization and \$125 LLC filing fees are submitted for filing.

Please return all correspondence concerning this matter to:

DOUGLAS TIBBETTS
1630 Ringling Boulevard
Sarasota, FL 34236

For further information concerning this matter, please call Douglas Tibbetts at (941) 807-5600

Very truly yours,


Douglas Tibbetts

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PARADISE MARINAS OF FLORIDA, L.L.C.**

The undersigned person, acting as the organizer of Paradise Marinas of Florida, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company is:

PARADISE MARINAS OF FLORIDA, L.L.C.

ARTICLE II – COMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III – PURPOSE

The company may transact any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV – INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1630 Ringling Boulevard, Sarasota, FL 34236, and the name of the company's initial registered agent is Douglas Tibbetts.

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ARTICLE V – PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 1630 Ringling Boulevard, Sarasota, FL 34236

ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority of the membership interest and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII – MANAGEMENT BY MEMBERS

The business of the company shall be managed by the members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, and the name and address of the initial managing member is:

DOUGLAS TIBBETTS
1630 Ringling Boulevard
Sarasota, FL 34236

ARTICLE VIII – REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

DOUGLAS TIBBETTS
1630 Ringling Boulevard
Sarasota, FL 34236

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ARTICLE X – TERMINATION OF MEMBER

The company shall not be dissolved upon 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 company.

ARTICLE XI – AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the membership interests and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: February 17, 2005.

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



Douglas Tibbetts

Authorized representative as a member

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TALLAHASSEE, FLORIDA

PARADISE MARINAS OF FLORIDA, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That PARADISE MARINAS OF FLORIDA, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its original registered office, as indicated in its Articles of Organization, at 1630 Ringling Boulevard, Sarasota, FL 34236, has named Douglas Tibbetts as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for PARADISE MARINAS OF FLORIDA, L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with and accepts the obligations of Section 608.415, Florida Statutes.

DATE: February 17, 2005



Douglas Tibbetts

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