

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000045951
FILED 8:00 AM
May 10, 2005
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

BAYWAY BOAT & YAHT SALES, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

200 MADONNA BOULEVARD
TIERRA VERDE, FL. 33715

The mailing address of the Limited Liability Company is:

11300 FOURTH STREET NORTH
SUITE 200
ST. PETERSBURG, FL. 33716

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

JULIE V FANELLI
11300 FOURTH STREET NORTH
SUITE 200
ST. PETERSBURG, FL. 33716

Having been named as registered agent and to accept service of process for the above 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.

Registered Agent Signature: JULIE V. FANELLI

Article V

The name and address of managing members/managers are:

Title: MGRM
A&S TIERRA VERDE VENTURES, LLC
11300 FOURTH STREET NORTH, SUITE 200
ST. PETERSBURG, FL. 33716

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Signature of member or an authorized representative of a member

Signature: JULIE V. FANELLI