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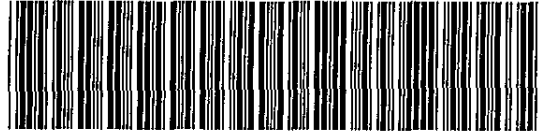
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Matanzas Pass manna
Investors LLC

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ARTICLES OF ORGANIZATION
OF
MATANZAS PASS MARINA INVESTORS, LLC
a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act", do hereby adopt the following Articles of Organization for such company:

ARTICLE I

(NAME)

The name of this limited liability company shall be:

Matanzas Pass Marina Investors, LLC

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to acquire by purchase, lease,

gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds, and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

(Principal Office and Address)

The mailing address and street address of the principal office of this company is 2250 First Street, Fort Myers, Florida 33901.

ARTICLE V

(Registered Agent and Address)

The name and street address of the initial Registered Agent of this company for service of process in the State of Florida is Frank J. Aloia, Jr., 2250 First Street, Fort Myers, Florida 33901

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The Company shall keep at its principal office appropriate written records regarding the

amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

(Management of Company)

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of the initial managing member of the company is A&R Partner Holdings, LLC.

The Company shall be managed by the managing member in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

| <u>Name</u> | <u>Address</u> | |
|---|--|-----------------|
| A&R Partner Holdings, LLC | 2250 First Street Fort Myers, Florida 33901 | Managing Member |
| Evan Lubell | 1704 McGregor Reserve Drive Fort Myers, Florida 33901 | Member |
| Steven Coukos | 644 Lincoln Street Glenview, Illinois 60025 | Member |
| Brian McClain | 11525 Osprey Pointe Blvd. Clermont, FL 34711 | Member |
| MMI Capital Corporation, a Florida Corporation | 703 West Swann Avenue Tampa, FL 33606 | Member |
| Don Morgan | 1500 Royal Palm Square Blvd. Suite 101 Fort Myers, Florida 33919 | Member |
| Ralph A. Tincher | 1500 Royal Palm Square Blvd. Suite 101 Fort Myers, Florida 33919 | Member |
| James Tincher | 1500 Royal Palm Square Blvd. Suite 101 Fort Myers, Florida 33919 | Member |
| Terry Tincher | 1500 Royal Palm Square Blvd. Suite 101 Fort Myers, Florida 33919 | Member |
| Joseph G. Viacava, Jr. | 3615 SE 21 st Place Cape Coral, FL 33904 | Member |
| Joseph G. Viacava, Sr. | 5235 Nautilus Drive Cape Coral, FL 33904 | Member |

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be in such form prescribed by the

Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Managing Member of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Managing Members of the Company. Regulations adopted by the Managing Members may be repealed or altered, new Regulations may be adopted by the Managing Members, and the Managing Members may prescribe in any regulations made by them that such Regulations may not be altered, amended or repealed.

ARTICLE XII

(Informal Action of Members)

Any action of the Managing Members or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managing Members of this Company unless otherwise provided herein.

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company, unless approved by all of the Managing Members of the Company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

ARTICLE XV

(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

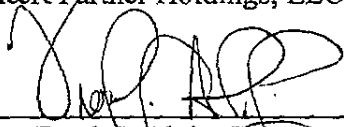
1. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
2. The consent of all members is had, unless the return of the contributions to capital may be rightfully demanded.
3. These articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these

Articles of Organization for the foregoing uses and purposes this 3rd day of June, 2005.

A&R Partner Holdings, LLC


By: Frank J. Aloia, Jr.
Its: Operating Member

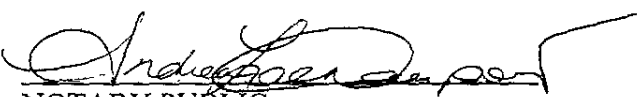
STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Frank J. Aloia, Jr., as Operating Member of A&R Partner Holdings, LLC, to me well known to be the Managing Member of Matanzas Pass Marina Investors, LLC and who subscribed the Above Articles of Organization and he each freely and voluntarily acknowledged before me that he executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 3rd day of June, 2005.



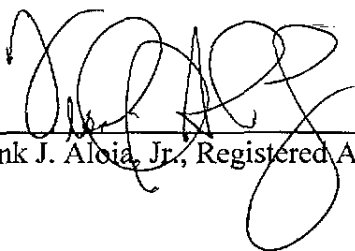
ANDREA LEE DAVENPORT
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD400102
EXPIRES 2/27/2009
BONDED THRU 1-888-NOTARY1


NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, 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.

Dated this 3rd day of June, 2005.



Frank J. Aloia, Jr., Registered Agent