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Vivian Rivero
23143

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
PASADENA MARINA, LLC

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**ARTICLES OF ORGANIZATION
OF
PASADENA MARINA, LLC,
a Florida limited liability company**

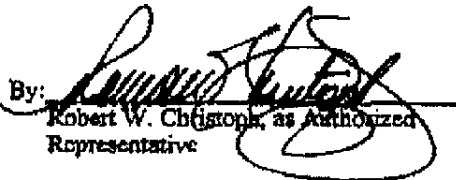
1. The name of the limited liability company is PASADENA MARINA, LLC.
2. The mailing address and the street address of the principal office of the limited liability company is:

300 Alton Rd, Suite 303
Miami Beach, Florida 33139.

3. The name and street address of the initial registered agent of the limited liability company are:

RCI Marine, Inc.
300 Alton Rd, Suite 303
Miami Beach, Florida 33139.

Dated: as of June 21, 2005.

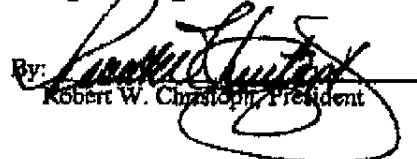
By: 
Robert W. Christoph, as Authorized
Representative

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, as President and on behalf of RCI Marine, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Pasadena Marina, LLC, a Florida limited liability company, in the foregoing Articles of Organization, hereby agree that the Corporation will accept service of process for and on behalf of Pasadena Marina, LLC and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of June 21, 2005.

RCI Marine, Inc. a Florida corporation,
as Registered Agent

By: 
Robert W. Christoph, President

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