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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 3302-000027
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0039
FAX: (305) 592-9591

((H96000012000)) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: SOUTHERN CROSS MARINAS L.C.
FAX AUDIT NUMBER: H96000012000 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/27/1996 TIME REQUESTED: 15:33:56
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**ARTICLES OF ORGANIZATION OF
SOUTHERN CROSS MARINAS L.C.**

**ARTICLE I
NAME**

The name of the limited liability company is SOUTHERN CROSS MARINAS
L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited
liability company is 3191 Coral Way, Third Floor, Miami, Florida 33145.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by the members and the names
and addresses of the managing members are Robert Christoph, 300 Alton Rd, Suite 303
Miami Beach, Florida, 33139; Carlos Lacasa, 3191 Coral Way, Third Floor, Miami,
Florida 33145 and Julio Rebull, 8982 S.W. 8th Terrace, Miami, Florida 33174.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as a member unless each member consents in writing
to the admission of the additional member. Said consent or consents shall not be
unreasonably withheld.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a
member or the occurrence of any other event which terminates the continued
membership of a member in the limited liability company, the remaining members of the
limited liability company shall continue the business of the limited liability company in
perpetuity, provided that the limited liability company has at least two members at all
times.

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Prepared by: LACASA & ASSOCIATES, Carlos A. Lacasa
(305) 443-6163 3191 Coral Way, 3rd Floor
Miami, FL 33145
FBN 863750

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ARTICLE VII
INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent of the Limited Liability Company is Carlos A. Lacasa, Esq., Lacasa & Associates, 3191 Coral Way, 3rd Floor, Miami, Florida 33145.

DATED: August 27, 1996.

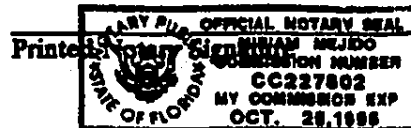

CARLOS A. LACASA
Member, SOUTHERN CROSS MARINAS L.C.

STATE OF FLORIDA :
COUNTY OF DADE : SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CARLOS A. LACASA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: FL DL# L220-101-63-445 and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this
27th day of August, 1996


Notary Signature



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
SOUTHERN CROSS MARINAS L.C. deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is:
\$ 300⁰⁰
3. If any, the agreed value of property, other than cash, contributed by member(s) is \$ - 0 -. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 300⁰⁰. This total includes amounts from #2 and #3 above.

DATED:

CARLOS A. LACASA

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

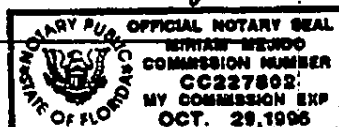
STATE OF FLORIDA :
COUNTY OF DADE : : SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CARLOS A. LACASA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: FL DL# 1220-101-63-446 and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 27th day of

August, 1996.

Miriam Mejido
Notary Signature



Printed Notary Signature

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

ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

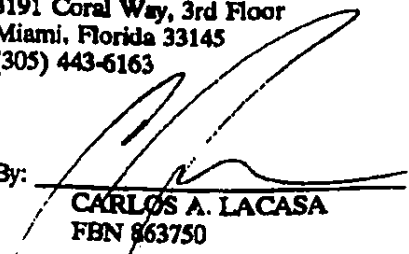
1. The name of the Limited Liability Company is Southern Cross Marinas L.C.
2. The name and address of the Registered Agent and office is: Carlos A. Lacasa, Esq., 3191 Coral Way, 3rd Floor, Miami, Florida 33145.

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.

DATED:

LACASA & ASSOCIATES
3191 Coral Way, 3rd Floor
Miami, Florida 33145
(305) 443-6163

By:


CARLOS A. LACASA
FBN 863750

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TALLAHASSEE, FLORIDA

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