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May 1, 1997

REPLY TO: TALLAHASSEE

SUE A. MORELL ALDERMAN
JOHN M. ARIANE
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DANIEL L. BROWN
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NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
BERT L. COMBS
J. RILEY DAVIS
JOSE A. DIEZ ARGUELLES
MARTIN R. DIX
KENNETH W. DONNELLY
PAUL R. EZATOFF
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID P. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
EDWARD L. KUTTER
RICHARD P. LEE
RICHARD B. LORD
JOHN C. LOVETT
CHRISTOPHER B. LUNNY
JOHN R. MARKS, III

THOMAS L. MILLER
BRUCE M. NUGENT
JAMES D. PLATT
ARTHUR L. STERN, III
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GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:

EDWARD S. JAFFRY
PATRICK F. MARONEY
CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS:

PAT GRIFFITH O'CONNELL
E. CLINT SHAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:

J. ANDREW KELLER, III, C.P.A.

Department of State
Division of Limited Liability Companies
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: Bluewater Investments, L.C.

Gentlemen:

Enclosed are an original and one copy of the Articles of Organization for the above-named. Please file these as soon as possible. In addition, a check in the sum of \$337.50 is enclosed which represents the following fees:

Filing Fee	\$250.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,

Travis L. Miller

TLM/tj
Enc.

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**ARTICLES OF ORGANIZATION
OF
BLUEWATER INVESTMENTS, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article I- Name

The name of the limited liability company is Bluewater Investments, L.C. (the "Company").

Article II- Duration

The duration of the Company shall be perpetual except as required or allowed to dissolve under the provisions of section 608.441, Florida Statutes, or the Company's Regulations.

Article III- Mailing Address and Street Address

The Company's mailing address and street address are 64 Antilles Cove, Destin, FL 32541.

Article IV- Registered Agent and Office

The initial registered agent of the Company shall be Travis L. Miller. The street address of the initial registered agent is 106 East College Avenue, Suite 1200, Tallahassee, FL 32301.

Article V- Additional Members

Additional members to the Company may be admitted, but only pursuant to the Company's Regulations.

Article VI- Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

Article VII- Management of the Company

Management of the Company shall be reserved to its Members, who shall have such rights and authority as established by law and in the Company's Regulations. The following persons constitute the initial Members of the Company:

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FBI
TALLAHASSEE
SECTION 1

Mr. Travis L. Miller
4577 Barclay Lane
Tallahassee, FL 32308

Mr. Davage J. Runnels, III
64 Antilles Cove
Destin, FL 32541

Mr. Craig Barker
220 Ann Circle #4
Destin, FL 32541

Mr. Pete LaPietra
2908 Summerwood Circle
Birmingham, AL 35242

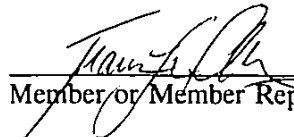
Article VIII- Regulations

The members and the managers shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article IX- Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 20th day of May, 1997.



Member or Member Representative

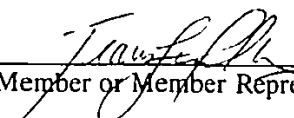
TRAVIS L. MILLER

Printed Name

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
BLUEWATER INVESTMENTS, L.C.**

The undersigned member or authorized representative of a member deposes and says:

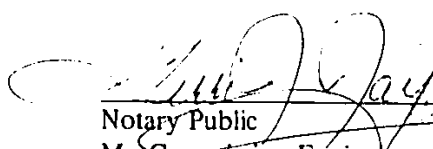
1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$800;
3. If any, the agreed value of property other than cash contributed by members is \$0.00;
4. The total amount of cash or property anticipated to be contributed by current or existing members as capital is \$100,000. This amount does not include amounts in 2 and 3 above.
5. The Company may establish a budget to be funded by dues from members as set forth in the Company's Regulations.

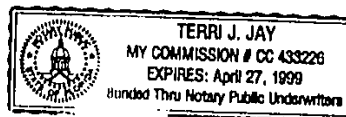

Member or Member Representative

TRAVIS L. MILLER
Printed Name

STATE OF _____
COUNTY OF _____

The foregoing Affidavit of Membership and Contributions of Eastern Indoor Soccer League, L.C. was subscribed before me this 21st day of May, 1997, by Travis L. Miller, who is personally known to me or who has produced a driver's license (number _____) as identification and who did take an oath.


Notary Public
My Commission Expires: _____



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

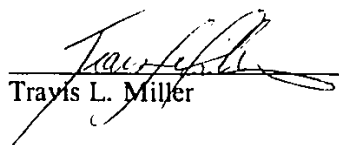
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Bluewater Investments, L.C.
2. The name and address of the registered agent and office is:

Travis L. Miller
106 East College Avenue, Suite 1200
Tallahassee, FL 32301

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 May 22nd, 1997 by:



Travis L. Miller

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