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ACCOUNT NO. : 072100000032

REFERENCE : 216653 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 23, 1999

ORDER TIME : 3:45 PM

ORDER NO. : 216653-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Vicki Barnes
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
Suite 800
125 West Romana Street
Pensacola, FL 32501

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-04/26/99--01008--014
****293.75 ****293.75

100002850851--2
-04/26/99--01008--015
*****43.75 *****43.75

DOMESTIC FILING

NAME: ROD & REEL MARINA & DRY
STORAGE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX
Name W/last 99 CERTIFIED COPY
Availability dec PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Document Examiner CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

RECEIVED
99 APR 23 PM 4:45

FILED
99 APR 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
ROD & REEL MARINA & DRY STORAGE, L.L.C.,
a Florida limited liability company**

JAMES S. MAHAN, a natural person competent to contract, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

**ROD & REEL MARINA & DRY STORAGE, L.L.C.,
a Florida limited liability company**

This limited liability company is referred to in these articles as "the Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 10045 Sinton Drive, Pensacola, Florida 32507.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The Company shall have a perpetual existence unless the Company is terminated as provided in its regulations. Provided, however, the remaining members may continue the existence of the Company as provided in Article VIII below and as further provided in the regulations of the Company.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company shall be 5627 Ponte Verde, Pensacola, Florida 32507, and the name of the initial registered agent of the Company at that address is *BILL SWICK*.

ARTICLE VI - MANAGEMENT

The Company will be managed by its members. The names and addresses of the individuals who shall serve as the managing members are as follows:

JAMES S. MAHAN
621 Sheridan Road
Evanston, Illinois 60202

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The sole member of the Company is JAMES S. MAHAN. New members shall be admitted to the Company only upon the unanimous agreement of the members or upon the failure of a member to exercise the right of first refusal described in the regulations of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the bankruptcy, dissolution, death or withdrawal from the Company of a member, the remaining member or members of the liability company shall have the right to continue the business of the Company.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the offices of the Secretary of State of Florida.

ARTICLE X - AMENDMENT

The Company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act but only if the members of the Company unanimously agree to such amendment.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

ROD & REEL MARINA & DRY STORAGE, L.L.C.,
a Florida limited liability company

By: 

JAMES S. MAHAN

Its: MEMBER

DATED the 19TH day of April, 1999.

* * *

REGISTERED AGENT ACCEPTANCE

I DO HEREBY ACCEPT the foregoing designation as registered agent of ROD & REEL MARINA & DRY STORAGE, L.L.C., a Florida limited liability company. Further, I am familiar with and accept the duties and obligations of such designation.

 (SEAL)
BILL SWICK

STATE OF FLORIDA)

COUNTY OF ESCAMBIA)

AFFIDAVIT

BEFORE ME, the undersigned, personally appeared JAMES S. MAHAN, a member of ROD & REEL MARINA & DRY STORAGE, L.L.C., a Florida limited liability company, hereinafter "Company", who upon being duly sworn, certified as follows:

1. The Company has at least one member.
2. The total amount of cash contributed to the Company as of its formation is ONE HUNDRED AND NO/100 (\$100.00) DOLLARS, with ONE HUNDRED AND NO/100THS DOLLARS (\$100.00) being contributed by JAMES S. MAHAN.
3. No property other than cash has been contributed by the members as of formation.
4. The total amount of cash and property anticipated to be contributed to the Company by its members is ONE HUNDRED AND NO/100THS DOLLARS (\$100.00) cash, which includes the amount specified in Paragraph 2 of this Affidavit.

FURTHER AFFIANT SAYETH NAUGHT.

DATED THIS 19th DAY OF APRIL, 1999.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

AFFIANT/MEMBER:

James S. Mahan (SEAL)
JAMES S. MAHAN

STATE OF FLORIDA

COUNTY OF ESCAMBIA

THE FOREGOING instrument was acknowledged, sworn to, and subscribed before me this 19th day of April, 1999, by JAMES S. MAHAN, (✓) who is personally known to me, or () who has shown me _____ as identification, and () who did take an oath.

[NOTARIAL SEAL]

Mary McCulley

(Type/Print Name of Notary)

My Commission No.:

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
MARY MCCULLEY
COMMISSION # CC797453
EXPIRES 12/17/2002
BONDED THRU ASA 1-888-NOTARY1