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August 30, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Ladies & Gentlemen:

Enclosed herewith please find the Articles of Amendment to Articles of Incorporation of Mangrove Marina, Inc., along with a check in the amount of \$43.75 (\$35.00 for filing and \$8.75 for certified copy).

Also enclosed you will find the Articles of Organization for Mangrove Marina, LLC., along with a check in the amount of \$337.50 (\$285.00 for filing and \$52.50 for a certified copy).

If you have any question please give our office a call.

Very truly yours,

Margaret Boyett
Margaret Boyett,
Legal Assistant

Encl.

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TALLAHASSEE, FLORIDA

DB
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Homestead Office: Telephone (305) 248-1200 Facsimile (305) 247-0129

**ARTICLES OF ORGANIZATION FOR MANGROVE MARINA, L.L.C. , A
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: MANGROVE MARINA,
L.L.C.

ARTICLE II -Address:

The mailing address and street address of the principal office of the Limited
Liability Company is: 1501 Ocean Bay Drive, Unit 22, Key Largo, Florida
33037.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: 30 Years
and/or until Dec 31, 2029.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name
and address of such manager who is to serve as manager is BBS REAL
ESTATE HOLDINGS, L.L.C., 1501 South Ocean Dr., Key Largo, FL 33037

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the
terms and conditions of the admissions shall be: No Member shall Transfer
all or any portion of such Member's interest in the limited liability company
or any rights therein except by way of a permitted transfer. Any Transfer or
attempted Transfer by any Member in violation of the proceeding sentence
shall be null and void and of no force or effect whatever. A "Permitted

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Transfer” is any Transfer by a Member of all or any portion of such Member’s interest in the Company to a Permitted Transferee. A “Permitted Transferee” of a Member is any Person who is (1) any other Member, (2) a Personal Representative of such Member, or (3) any Person approved as a Permitted Transferee by the unanimous consent of the Members. A Member’s “Personal Representative” includes only a Person who succeeds to such Member’s estate as a result of such Member’s death, or legal incompetence. The original three Member’s and their names and address are:

1. Bernard C. Childs, Trustee BBS Real Estate Holdings, L.L.C.
1501 Ocean Bay Drive, Unit 22, Key Largo, Florida 33037.
2. Stephen Kurutz, 94825 Overseas Highway, Lot 226, Key
Largo, Florida 33037
3. Clifford Fitz-Henry Cornell, 1202 Mockingbird Road, Key
Largo, Florida 33037

ARTICLE VI - Members Rights to Continue Business:

The right, hereby is granted to the remaining of the limited liability company to continue the business on 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 shall be: A Majority in Interest of the remaining Members may agree to continue the business and affairs of the Company and to the admission of one or more Members as necessary within ninety (90) days after the occurrence of such an event, and the Company and its business shall continue uninterrupted.

ARTICLE VII - Nature of Business:

To operate, manage, own, lease, buy, sell, mortgage, convey, acquire and or dispose of any businesses new or in operation, to contract with by or for any of the above. To operate, run, and manage any legal business operation or activity in the State of Florida.

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ARTICLE VIII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of MANGROVE MARINA, L.L.C. certifies:

- 1) the above named limited liability company has at least one member,
- 2) the total amount of cash contributed by the member (s) is \$1000.00,
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00,
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1000.00

X Bernard C. Childs
Signature of a member or an authorized representative of a member

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

X Bernard C. Childs
Bernard C Childs, Trustee BBS Real Estate Holdings, L.L.C.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

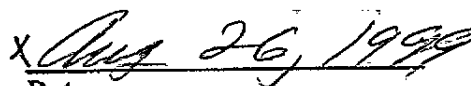
1. The name of the limited liability company is: MANGROVE MARINA, L.L.C.
2. The name and address of the registered agent and office is:

BERNARD C. CHILDS
1501 OCEAN BAY DRIVE, UNIT 22
Key Largo, Florida 33037

*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 obligation of my position as registered agent.*

MANGROVE MARINA, L.L.C.

x 
Bernard C. Childs

x 
Date

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