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AZ CORPORATION COMMISSION
FILED

"EXP" MAR 21 2005

FILE NO. L1189123-0ARTICLES OF ORGANIZATION
OF
TOPOCK MARINA ON HISTORIC ROUTE 66, LLC

Pursuant to A.R.S. § 29-632, the undersigned states as follows:

1. Name. The name of the limited liability company formed by this instrument is "TOPOCK MARINA ON HISTORIC ROUTE 66, LLC" (the "Company").
2. Office; Agent. The address of the Company's known place of business in Arizona is HC 12 Box 515, Topock, Arizona 86436. The name and business address of the Company's statutory agent are Topock Marina Management Company, an Arizona corporation, HC 12 Box 515, Topock, Arizona 86436.
3. Management. Management of the Company is vested in a manager. The name and business address of the Company's manager are Topock Marina Management Company, an Arizona corporation, HC 12 Box 515, Topock, Arizona 86436.
4. Members. The name and business address of each member owning a twenty percent (20%) or greater interest in the capital or profits of the Company as of the date set forth below are:

Topock Marina Management Company,
an Arizona corporation
HC 12 Box 515
Topock, Arizona 86436Chet Hitt and Tina Hitt
24000 Waalew Road
Apple Valley, California 92307

Dated March 16, 2005.

Topock Marina Management Company,
an Arizona corporationBy: 
Chet Hitt, President3205 956973
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**CONSENT OF STATUTORY AGENT
OF
TOPOCK MARINA ON HISTORIC ROUTE 66, LLC**

The undersigned, having been named in the Articles of Organization of Topock Marina on Historic Route 66, LLC as its statutory agent for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

Dated March 17, 2005.

Topock Marina Management Company,
an Arizona corporation

By: 

Chet Hitt, President

LAW OFFICES
FENNEMORE CRAIG
A PROFESSIONAL CORPORATION

L 1189/23-0

Charlene Sarich

Legal Assistant
Direct Phone: (602) 916-5708
Direct Fax: (602) 916-5906
csarich@fcglaw.com

**OFFICES IN:
PHOENIX, TUCSON AND NOGALES**

3003 NORTH CENTRAL AVENUE
SUITE 2600
PHOENIX, ARIZONA 85012-2913
PHONE: (602) 916-5000
FAX: (602) 916-5999

March 21, 2005

VIA FACSIMILE [542-4100]

Arizona Corporation Commission
1200 W. Washington
Phoenix, AZ 85007

Re: Topock Marina on Historic Route 66, LLC

Ladies/Gentlemen:

Attached, for filing on an expedited basis, are the Articles of Organization and Consent of Statutory Agent for the above referenced limited liability company. A letter from Chicago Title advising of a real estate closing on March 31, 2005 involving this entity is also attached. As requested in the letter from Chicago Title, please return confirmation of the filing to me by fax (602-916-5906) no later than 5:00 p.m. on March 30, 2005. All fees are to be charged to our Firm Account No. 1254.

PLEASE NOTE THAT THE ARTICLES OF INCORPORATION OF TOPOCK MARINA MANAGEMENT COMPANY, THE STATUTORY AGENT, MANAGER AND A MEMBER OF TOPOCK MARINA ON HISTORIC ROUTE 66, LLC WERE SUBMITTED BY FAX FOR EXPEDITED FILING ON MARCH 18, 2005 (A COPY OF THE RECEIPT FOR THAT FILING IS ATTACHED).

Thank you for your assistance in this matter.

Sincerely,



Charlene Sarich
Legal Assistant

Attachments

cc: Stephen A. Good, Esq. (w/out encl.)



Chicago Title Insurance Company

L 1189123-0

490 S. Lake Havasu Ave., #100 • Lake Havasu City, AZ 86403 • Ph: (928) 855-4167 • Fax: (928) 855-5326

VIA FACSIMILE

Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Re: Topock Marina on Historic Route 66, LLC

Ladies/Gentlemen:

The Articles of Organization of Topock Marina on Historic Route 66, LLC are being submitted to you herewith by Fennemore Craig by fax for expedited filing. Please note that on March 18, 2005, Fennemore Craig submitted to you, by fax for expedited filing, the Articles of Incorporation for Topock Marina Management Company, the manager and a member of Topock Marina on Historic Route 66, LLC (with a letter from us advising of this same closing). We are currently involved in a real estate transaction (Escrow No. 921094-KGL) that is scheduled to close on March 31ST, 2005, in which this entity is involved. In order to fund the loan and close the transaction, it is critical that we receive confirmation of the filing of the Articles no later than 5:00 p.m. on March 30, 2005.

Accordingly, please provide Charlene Sarich at Fennemore Craig (fax #602-916-5906) with confirmation of the filing as soon as possible.

Thank you for your prompt attention to this matter.

Very truly yours,

CHICAGO TITLE INSURANCE COMPANY

By: Chatty Larson

Name: CHATTY LARSON

Title: ESCROW OFFICER

cc: Stephen A. Good, Esq.

RECEIVED

MAR 21 2005



Chicago Title Insurance Company

490 S. Lake Havasu Ave., #100 • Lake Havasu City, AZ 86403 • Ph: (928) 855-4167 • Fax: (928) 855-5326

VIA FACSIMILE

Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Re: Topock Marina on Historic Route 66, LLC

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Accordingly, please provide Charlene Sarich at Fennemore Craig (fax #602-916-5906) with confirmation of the filing as soon as possible.

Thank you for your prompt attention to this matter.

Very truly yours,

CHICAGO TITLE INSURANCE COMPANY

By: Chatty Larson

Name: CHATTY LARSON

Title: ESCROW OFFICER

cc: Stephen A. Good, Esq.