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Law Offices Of

TROW, APPLEGET & PERRY

An Association of Professional Associations

1 NE First Avenue, Suite 303

Ocala, Florida 34470-6632

Chester J. Trow, P.A.

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Fax 352-369-8832

E-mail Address:

cjtrow@atlantic.net

May 4, 2000

Florida Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

RE: EMERALD CENTER, LLC

800003242618-3
-05/08/00--01093--013
****125.00 ****125.00

Dear Sir/Madame:

Enclosed you will find an original, executed Articles of Organization with respect to above noted entity to be filed with the Secretary of State, along with our check in the amount of \$125.00 for the required filing fee. Your returning a copy of the filed instrument to the undersigned will be appreciated.

Thank you for your attention to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,


Chester J. Trow
For Chester J. Trow, P.A.

FILED
00 MAY -3 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/rlw

Enclosure: \$125.00 Check
Articles of Organization
(original & copy)

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5/11

**ARTICLES OF ORGANIZATION OF
EMERALD CENTER, LLC**

ARTICLE I - NAME

1.1 The name of this entity is EMERALD CENTER, LLC.

1.2 The street address of the principal office of the EMERALD CENTER, LLC is 8720 SW Highway 200, Suite 5, Ocala, Florida, 34476, and the mailing address is the same.

ARTICLE II - DURATION

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

4.1 This Limited Liability Company is to be managed by a manager or managers, and the name and street address of the person who is to serve as the manager is:

MANAGER'S NAME:

VICTOR P. RIZZO

STREET ADDRESS:

8720 SW Highway 200, Suite 5
Ocala, FL 34476

4.2 The names and street addresses of the members of this Limited Liability Company are:

MEMBER'S NAME:

STREET ADDRESS:

VICTOR P. RIZZO

8720 SW Highway 200, Suite 5
Ocala, FL 34476

FREDDIE T. JONES, as Trustee for
Eric A. Jones under the Testamentary
Trust of Helen N. Jones

Post Office Box 654
Plymouth, FL 32768

FREDDIE T. JONES, as Trustee for
Erin A. Jones under the Testamentary
Trust of Helen N. Jones

Post Office Box 654
Plymouth, FL 32768

4.3 The Regulations may by unanimous vote of the members establish more than one class of members and define their relative rights, powers and duties, including voting rights. Otherwise there shall be only one class of members.

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V - INITIAL REGISTERED OFFICE

5.1 The street address of the principal office of the Limited Liability Company is 8720 SW Highway 200, Suite 5, Ocala, Florida 34476.

ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY

6.1 Each member's status as a member of the Limited Liability Company

shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 Except as set forth in Article 6.3, no member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$50.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

6.3 Notwithstanding any provision of these Articles, the Members, FREDDIE T. JONES, as Trustee for Eric A. Jones under the Testamentary Trust of Helen N. Jones and FREDDIE T. JONES, as Trustee for Erin A. Jones under the Testamentary Trust of Helen N. Jones, shall not be subject to the provisions of Article 6.2 when he is transferring membership units under any of the following circumstances:

(a) a distribution from a Trust to a Trust Beneficiary of that Trust, or to the heir of a deceased Trust Beneficiary; or

(b) a distribution made by such Trustee between the Testamentary Trust established by Helen N. Jones.

Under all other circumstances transfers by such member shall be subject to the provisions of Article 6.2.

VII - LIMITED LIABILITY

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441 (1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the

Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

ARTICLE XI - AMENDMENT OF ARTICLES

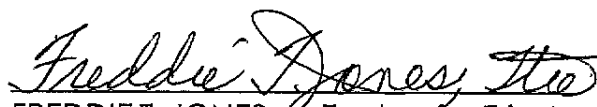
11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1 day of May, 2000.

MEMBERS:


VICTOR P. RIZZO


FREDDIE T. JONES, as Trustee for Eric A. Jones under the Testamentary Trust of Helen N. Jones

Freddie Jones, Trustee

FREDDIE T. JONES, as Trustee for Erin A. Jones under the Testamentary Trust of Helen N. Jones

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1 day of May, 2000, by VICTOR P. RIZZO. Such person: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☐ produced _____ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.

CJT
Notary Public
State of Florida, at Large
My commission expires:



Chester J. Trow
MY COMMISSION # CC823292 EXPIRES
May 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 MAY -8 PM 1:44
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ MARION

The foregoing instrument was acknowledged before me this ____ day of May, 2000, by FREDDIE T. JONES. Such person: (notary must check applicable box)

- ☐ is personally known to me.
- ☒ produced a current Florida Driver's License as identification.
- ☒ produced FLO as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.

CJT
Notary Public
State of Florida, at Large
My commission expires:



Chester J. Trow
MY COMMISSION # CC823292 EXPIRES
May 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ MARION

The foregoing instrument was acknowledged before me this 1 day of May, 2000, by FREDDIE T. JONES. Such person: *(notary must check applicable box)*

- ☐ is personally known to me.
- ☒ produced a current Florida Driver's License as identification.
- ☐ produced _____ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



Notary Public
State of Florida, at Large
My commission expires:



Chester J. Trow
MY COMMISSION # CC823292 EXPIRES
May 1, 2003
BONDED THRU TROY PAUL INSURANCE, INC.

00 MAY -9

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for EMERALD CENTER, LLC.

DATED this 1 day of May, 2000.



Chester J. Trow
(Registered Agent)