

L00000000 8523

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Atlantic Clarkson Emerald

Venture, LLC

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****160.00 ****160.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File Cert. _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 PM 2: 12

RECEIVED
00 JUL 19 PM 12: 10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION OF ATLANTIC CLARKSON EMERALD VENTURE
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: Atlantic Clarkson Emerald Venture, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
3100 University Boulevard South, Suite 200
Jacksonville, Florida 32216

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: perpetual

ARTICLE IV — Management:

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

C & M Investors Limited
3100 University Boulevard South, Suite 200
Jacksonville, Florida 32216

The Atlantic Companies, L.L.C.
485 Route 1 South
Iselin, New Jersey 08830

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: -

Additional members may be admitted only upon the unanimous consent of all the members and only after agreeing to be bound by the provisions of the Regulations. Assignees of members may be admitted in accordance with Article X of the Regulations.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members 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:

The Limited Liability Company shall not be dissolved by the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a member.

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00 JUL 19 PM 2:12


ARTICLE VII - Regulations.

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

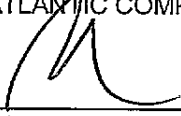
IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 18th day of July, 2000.

C & M INVESTORS LIMITED,
a Florida limited partnership

By: The Clarkson Company,
a Florida corporation

By: 
Charles A. Clarkson,
Vice President

THE ATLANTIC COMPANIES, L.L.C.

By: 
Ralph H. Grebow, Managing Member

**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
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.**

1. The name of the Limited Liability Company is:

ATLANTIC CLARKSON EMERALD VENTURE, L.L.C.

2. The name and the Florida street address of the registered agent and registered office are:

Geraldine G. Brown
3100 University Boulevard South, Suite 200
Jacksonville, Florida 32216

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.


Geraldine G. Brown