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GEORGE B. WALLACE, ESQ., P.A.
ATTORNEY AT LAW
413 W. FIRST STREET
SANFORD, FLORIDA 32771

(407) 323-3660

FAX (407) 323-2475

July 12, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/14/00--01084--011
****293.75 ****155.00

Re: Articles of Incorporation of **EMERALD EQUIPMENT, L.L.C.**

Dear Clerk:

Enclosed please find this firm's trust account check in the amount of \$293.75 covering the filing fees for the enclosed Articles of Incorporation for the above referenced Limited Liability Company. The amounts are broken down as follows:

1. \$250.00	Filing Fee for Articles of Incorporation	100	
2. \$ 35.00	Designating Registered Agent	25	
3. \$ 8.75	Certified copy of Articles of Incorporation.	30	
\$293.75	Total Fees	155	= 138.75


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I would appreciate your filing the enclosed Articles of Incorporation and returning a certified copy of the same to this office at your earliest convenience. A return envelope is also enclosed.

If you have any questions concerning this matter please do not hesitate to contact me.

Very truly yours,

GEORGE B. WALLACE, ESQ., P.A.


George B. Wallace, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

GBW/ddl

Enclosures

cc. Eric N. Esterson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

GEORGE B. WALLACE, ESQUIRE
GEORGE B. WALLACE, ESQ., P.A.
413 W. FIRST STREET
SANFORD, FL 32771

SUBJECT: EMERALD EQUIPMENT, L.L.C.
Ref. Number: W00000018133

We have received your document for EMERALD EQUIPMENT, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The filing fees for limited liability companies have been reduced. Please sign, date, and return the enclosed refund application with your corrected Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 600A0003977

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF

EMERALD EQUIPMENT, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be EMERALD EQUIPMENT, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: 794 Big Tree Drive, Suite 108, Longwood, Florida 32750

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is: GEORGE B. WALLACE, 700 West First Street, Sanford, Florida 32777

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE FLORIDA

ARTICLE VI -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is: ERIC N. ESTERSON, 1235 Myrtle Avenue, Sanford, Florida 32773.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sanford, Florida, on July __, 2000.


ERIC N. ESTERSON

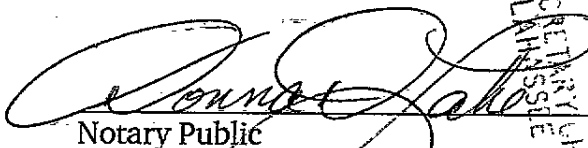
STATE OF FLORIDA

COUNTY OF SEMINOLE

Sworn to and subscribed before me on this 20th day of JULY, 2000, by ERIC N. ESTERSON, who is personally known to me and who did/did not take an oath.



Donna D. Lake
Commission # CG 807340
Expires Mar. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public
State of Florida at Large
My Commission Expires

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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CERTIFICATE DESIGNATING 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 in designating the registered office and registered agent, in the State of Florida

1. The name of the limited liability company is:

EMERALD EQUIPMENT, L.L.C.

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

George B. Wallace
700 West First Street
Sanford, Florida 32771


Eric N. Esterson

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of my position as registered agent.

By: 
George B. Wallace, Registered Agent

Dated: 7/31/00

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TALLAHASSEE FLORIDA