

L000000/14246

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN & WELLS
ATTORNEYS AND COUNSELORS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

25 WALTER MARTIN ROAD N.E.
P.O. BOX 2379
FORT WALTON BEACH, FLORIDA 32549

WALTER J. SMITH
JAMES W. GRIMSLEY
STEVEN B. BAUMAN
DREW S. PINKERTON*
RICHARD P. PETERMANN**
KELVIN CLYDE WELLS

TELEPHONE (850) 243-8194
TELECOPIER (850) 664-5728
TELECOPIER (850) 243-9692

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

November 9, 2000

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-1050

700003462517--1
-11/14/00--01016--014
****125.00 ****125.00

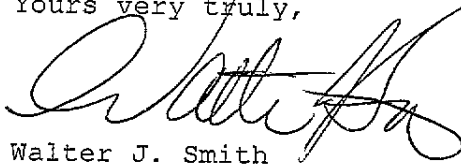
Re: Articles of Organization for Emerald Palm Trading Co., L.L.C.

Dear Clerk:

You will please find enclosed an original and one copy of Articles of Organization for Emerald Palm Trading Co., L.L.C. Our firm's check in the amount of \$125.00 (\$100.00 for the filing fee and \$25.00 for the registered agent fee) is enclosed.

Please conform the enclosed copy and return it to us as soon as the filing has occurred. Please feel free to contact our office should you have any questions.

Yours very truly,



Walter J. Smith

FILED
NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-14246
QR

ARTICLES OF ORGANIZATION
OF
EMERALD PALM TRADING CO., L.L.C.

ARTICLE I
Name

The name of the Limited Liability Company shall be **EMERALD PALM TRADING CO., L.L.C.** ("Company").

ARTICLE II
Address

The principal place of business of the Company in Florida shall be: 6150 Happy Hollow Drive, Milton, FL 32570 and the mailing address of the Company is C/O Lowell Kelly, 6150 Happy Hollow Drive, Milton, Florida 32570.

ARTICLE III
Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is:

Lowell Kelly
6150 Happy Hollow Drive
Milton, Florida 32570

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, I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608.




LOWELL KELLY
Registered Agent's Signature

FILED
NOV 13 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV
Management**

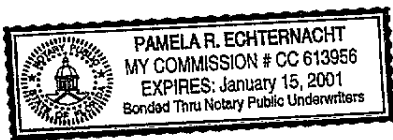
The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company. The Company shall be managed by **Lowell Kelly, 6150 Happy Hollow Drive, Milton, Florida 32570**, in accordance with the regulations of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

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

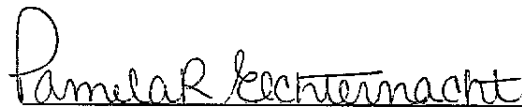

Lowell Kelly

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 7th day of November, 2000, by Lowell Kelly, who is personally known to me.



[Seal]


Notary Public

FILED
00 NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA