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January 24, 2001

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

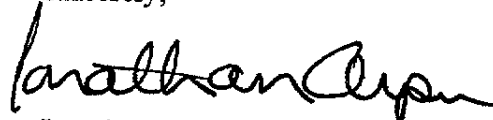
RE: E.M.C. FOREX, L.L.C.

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-02/01/01--01059--002  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sirs:

Enclosed are the original and one copy of the Articles of Organization for E.M.C. FOREX, L.L.C. and a check in the amount of \$125 for filing fees. Please return a file date stamped copy in the envelope provided.

Sincerely,



Jonathan Alper

JBA:jjr  
cc: Ezzard Charles

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the Limited Liability Company is **E.M.C. FOREX, L.L.C.**

**ARTICLE II - ADDRESS**

The street address of the principal office of the Limited Liability Company is 425 Summit Ridge Place, Unit 201, Longwood, FL 32779 and the mailing address is c/o Felsing, Rankin & Co., 1220 Douglas Avenue, Suite 205, Longwood, FL 32779.

**ARTICLE III - MANAGEMENT BY MEMBER(S)**

The Limited Liability Company is to be managed by the member(s).

**ARTICLE IV - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

**ARTICLE V - REGULATIONS MUST BE IN WRITING**

Any Regulations relating to this limited liability company must be in writing and signed by all members.

**ARTICLE VI  
EFFECTIVE DATE**

The effective date of these Articles of Organization shall be upon filing.

  
Ezzard Charles  
Member

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TALLAHASSEE, FLORIDA

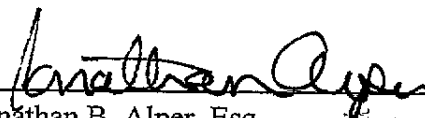
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 **E.M.C. FOREX, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Jonathan B. Alper, Esq.  
274 Kipling Court  
Heathrow, FL 32746

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.

  
\_\_\_\_\_  
Jonathan B. Alper, Esq.  
Registered Agent

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