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April 2, 2001

Via Federal Express Overnight Delivery
Florida Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 APR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: E M B E Enterprises, L.L.C.

Dear Sir or Madam:

900003953649--6
-04/03/01--01079--001
****125.00 ****125.00

I enclose for filing with your office the following instruments:


1. Articles of Organization of E M B E Enterprises, L.L.C.;
2. Certificate of Designation of Registered Agent/Registered Office and Acceptance of Registered Agent; and
3. Affidavit of Membership and Contributions.

Also find enclosed this firm's check payable to you in the amount of \$125.00 representing your required filing fee for the Articles of Organization and the Designation of Registered Agent. Please return your letter of acknowledgment together with a time-stamped copy of the Articles of Organization, Designation of Registered Agent and Affidavit of Membership and Contributions to the undersigned at the address indicated above.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By


David L. Hancock, Esquire

DLH/jae

Enclosures: As stated.

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**ARTICLES OF ORGANIZATION
OF
E M B E Enterprises, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be E M B E Enterprises, L.L.C. (hereinafter referred to as the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 240 Clarkson Lane, Vero Beach, Florida 32963.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with 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 shall be Chris Mehiel, 240 Clarkson Lane, Vero Beach, Florida 32963.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall each initially contribute to the capital of the Company cash in the amount of \$40,000.00.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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MAY-3 PM 5:00
CLERK OF DISTRICT COURT
VERO BEACH, FLORIDA

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members. In the event the Company has three or more members, each member shall make additional capital contributions to the Company only on the consent of a majority of all the members

ARTICLE VII -- 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 bylaws or 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.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member 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.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with the bylaws or regulations adopted by the members for the management of the business and affairs of the Company. The bylaws or regulations may contain any provision 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 member-manager of the Company is Chris Mehiel, 240 Clarkson Lane, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Vero Beach, Florida, on March 30, 2001.



Chris Mehiel, Organizer of E M B E
Enterprises, L.L.C.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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MAR -3 PM 5:00

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

Under the provisions of Florida Statutes, Chapter 608, E M B E Enterprises, L.L.C., a Florida limited liability company, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the limited liability company is E M B E Enterprises, L.L.C.
2. The name of the registered agent is Chris Mehiel.
3. The registered office is 240 Clarkson Lane, Vero Beach, Florida 32963.

The undersigned, being the person named in the Articles of Organization of E M B E Enterprises, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Chris Mehiel, Registered Agent

Dated: March 30, 2001

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA