

LOT 11336
Avery, Whigham & Winesett, P.A.
Attorneys at Law

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John L. Pilarski

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6258
Phone (941)334-7040

July 9, 2001

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

VIA UPS OVERNIGHT

300004467373--6

-07/10/01--01054--001

Re: EMERALD FLORIDA, L.L.C.; New Filing; Filing Fees.

****133.75 ****133.75

Dear Section Clerk:


Please find enclosed:

1. An original executed Articles of Organization for the above-named Florida entity;
2. A conformed copy of the Articles of Organization, as requested;
3. Check #3047 in the amount of \$133.75 to cover the Filing Fee (\$100.00 Registered Agent Fee (\$25.00), and certificate of status fee (\$5.00). (Please keep the overpayment; do not refund).

Please file the Articles and return a copy of them marked "Filed" to me at the above address along with a certificate of status. If you have any questions, please call collect. I will accept the charges.

Thanks for your help and cooperation.

Sincerely,


James M. Costello

JMC/nec
Encl.

FILED
01 JUL 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOT-11336
QR

**ARTICLES OF ORGANIZATION
OF
EMERALD FLORIDA, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Fla. Stat. 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 FLORIDA, L.L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be

Mailing Address:

Post Office Box 95
Centerville, MA 02632

Street Address:

3 Bayberry Square
1645 Falmouth Road
Centerville, MA 02632

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are executed by the organizer/member. 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 and registered office of the company in the State of Florida is James M. Costello and the registered office of the company is located at 2248 First Street, Fort Myers, Florida 33901.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in a written subscription agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent 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 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 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 is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations or operating agreement adopted by the managers for the management of the business and affairs of the company. The power to adopt, alter, amend or repeal the regulations or operating agreement shall be solely vested in the manager or managers. These regulations or operating agreement 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 Brian T. Dacey, whose address is 62 Fernbrook Lane Centerville, MA 02632.

In Witness Whereof, the undersigned organizer has made and subscribed these articles of organization at Centerville, Barnstable County, Massachusetts this 6th day of July, 2001.


BRIAN T. DACEY, Organizer/Member

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01 JUL 10 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MASSACHUSETTS)

COUNTY OF BARNSTABLE) §

The foregoing Articles of Organization were personally acknowledged before me this 6th day of July, 2001, by **Brian T. Dacey**, [X] who is personally known to me or [] who has produced identification of: _____.

(Seal)



John W. Kenney (sign)
Notary Public: State of Massachusetts
John W. Kenney

My Commission Expires: 1/28/05

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of EMERALD FLORIDA, 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 accept the obligations of the position of registered agent under Florida Statutes Chapter 608.

James M. Costello
JAMES M. COSTELLO, Registered Agent

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