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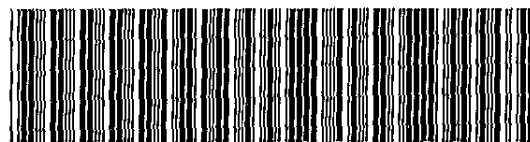
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

J. BRYAN DEC 17 2003

Gregory G. Foster, Esquire

5201 Atlantic Boulevard, Suite 280
Jacksonville, FL 32207
(904) 514-5642

FILED
2003 DEC -8 PM 3:10
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 2, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madame,

Please find enclosed in this envelope the Articles of Organization for **Empire Development & Management Group, LLC**. Also, please find a money order in the amount of \$160.00 to cover the following:

\$100.00	Filing Fee
\$25.00	Designation of Registered Agent
\$30.00	Certified Copy
\$5.00	Certificate of Status

Please file the Articles of Organization and return a certified copy and a certificate of status to the address above. A self-address stamped envelope is enclosed.

Thank you for your assistance in this matter. Should you have any questions, please feel free to contact me at number above.

Very Truly Your,



Gregory G. Foster, Esq.
GGF/kef

ENCLOSURES

- 1 Original Article of Organization
- 1 Copy of Articles of Organization
- 1 Cashier's Check
- 1 Self-addressed stamped envelope

Articles of Organization

For

Empire Development & Management Group, LLC

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JIM HONIG CORPORATION
TALLAHASSEE, FLORIDA

The undersigned, being members or duly authorized representatives of members, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is EMPIRE DEVELOPMENT & MANAGEMENT GROUP, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 3701 Emerson Street, Jacksonville, FL 32207.

ARTICLE III - COMMENCEMENT OF EXISTENCE

The Company's existence shall begin on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV - PURPOSE

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE V - CONTINUATION OF COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time that there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last

remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI – ADMISSION OF NEW MEMBERS

So long as at least one member remains in the Company, no additional member(s) shall be admitted to the Company except with the unanimous written consent of all member(s) of the company and upon such terms and conditions as shall be determined by all of the member(s). A member may transfer or devise his/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 of the Company, unless all other member(s) of the Company other than the member proposing to dispose of his/her interest approve of the proposed transfer by unanimous written consent. This shall not preclude a transfer or devise from the last remaining member.

ARTICLE VII – REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent for service of process in the state is:

Demery Strickland
3701 Emerson Street
Jacksonville, Florida 32207

ARTICLE VIII – MANAGEMENT BY MEMBERS

The Company shall be managed by a Managing Member, who shall be elected by a majority of members, in accordance with the Company's Operating Agreement. The initial Managing Member shall be Demery Strickland, 3701 Emerson Street, Jacksonville, Florida 32207. The Managing Member shall have full authority to act on behalf of the Company in all areas of regular business activities. However, said Managing Member shall not have authority to bind the Company in any agreement to purchase or lease any real property or automotive vehicles, the authority over which shall be vested in the members, and which shall require a unanimous consent of all members, in accordance with the Company's Operating Agreement.

To the fullest extent permitted by Florida's Limited Liability Company Act, all members are released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity. No amendment or repeal of this section affects any liability or alleged liability of any member for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

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CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

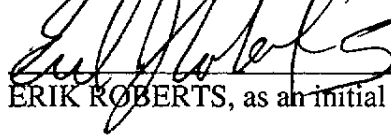
ARTICLE IX – OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement, as may be amended from time to time, will govern.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal, this 13 day of November, 2003.



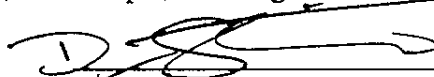
DEMERY STRICKLAND, as initial Managing Member



ERIK ROBERTS, as an initial Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.



DEMERY STRICKLAND, Registered Agent

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TALLAHASSEE, FLORIDA