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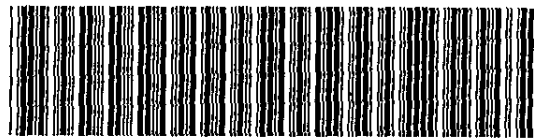
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Of Counsel

March 1, 2004

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

Re: Empire Recovery Group, LLC

Dear Madame:

Enclosed herewith are the proposed Articles of Organization of the above referenced Florida Limited Liability Company, along with the Statement of Acceptance of Appointment as Registered Agent, which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy indicating the filing date. In addition to the certified copy, I have included a photocopy of the proposed Articles of Organization to be stamped with the filing information.

A check is enclosed to cover the following expenses:

Filing Fee	\$ 100.00
Registered Agent Fee	\$ 25.00
Certified Copy Fee	\$ 30.00
TOTAL	\$ 155.00

Thank you for your attention to this matter.

Very truly yours,


Larry R. Stout

Enclosures as stated

cc: Mr. Ian Z. Carrey, w/enc.

ARTICLES OF ORGANIZATION
of
EMPIRE RECOVERY GROUP, LLC
A Florida Limited Liability Company

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The undersigned, for the purpose of forming a limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby forms this limited liability company (hereinafter referred to as "the Company") with the filing of these articles of organization.

ARTICLE 1
NAME

The name of this Company is Empire Recovery Group, LLC.

ARTICLE 2
TERM OF EXISTENCE

The term of existence of this Company is perpetual. The date and time at which the existence of this Company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3
PURPOSE

The purpose for which this Company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this Company may conduct business. This Company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this Company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this Company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this Company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this Company.

ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this Company is 6501 Arlington Expressway, Suite B-100, Jacksonville, Florida 32211.

ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the registered agent of this Company in the State of Florida are: Ian Z. Carrey, 6501 Arlington Expressway, Suite B-100, Jacksonville, Florida 32211.

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

The members of this Company are given the right to admit additional members upon the condition that each new member is approved for admission by vote or consent in writing of not fewer than one hundred percent (100%) of the members then existing.

ARTICLE 7
CONTINUATION OF BUSINESS

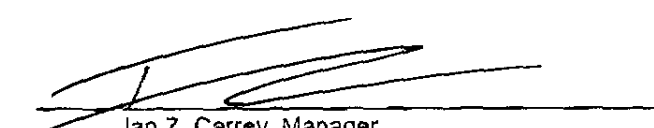
The remaining members of this Company are given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE 8
MANAGEMENT

This Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation of the business and affairs of the Company not inconsistent with these articles of organization. The name and address of the initial manager of the Company are Ian Z. Carrey, 6501 Arlington Expressway, Suite B-100, Jacksonville, Florida 32211.

EXECUTION

The undersigned member of this limited liability Company has executed these Articles of Organization on February 26, 2004.


Ian Z. Carrey, Manager

STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment 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 as provided for in Chapter 608, Florida Statutes.

Dated: February 26, 2004


Ian Z. Carrey