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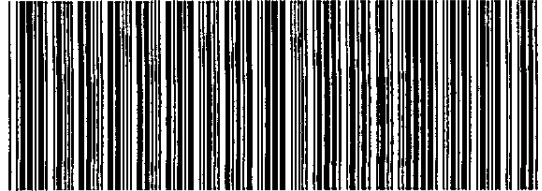
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LAW OFFICES
OF
~JACK SCHRAMM COX P.A.~
PRACTICING SINCE
1978

Member of:
Florida Bar
Fifth Circuit of the Federal Courts of Appeal
Eleventh Circuit of the Federal Courts of Appeal
Federal District Court, Southern District of Florida
U.S. Bankruptcy Court, Southern District of Florida
United States Supreme Court

November 11, 2004

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Emerald Tropical Gardens, L.L.C.

Ladies and Gentlemen:

With reference to the above-captioned new L.L.C., enclosed is the executed Articles of Organization for filing in your office. Our firm check in the amount of \$125.00 is enclosed as your fee. Please stamp date the extra copy and return it to me in the enclosed self-addressed stamped envelope provided for your convenience.

If you should need anything further, please do not hesitate to contact me.

Very truly yours,

Jack S. Cox

JSC:ch
Enclosure

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
OF
EMERALD TROPICAL GARDENS, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is: Emerald Tropical Gardens, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Emerald Tropical Gardens, L.L.C.
6849 W. Calumet Circle
Lake Worth, FL 33467

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Jack S. Cox
9002 SE Bridge Road
Hobe Sound, FL 33455

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in 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 as provided for in Chapter 608, Florida Statutes.



Jack S. Cox, Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager and is, therefore, a manager - managed company.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Edward Mayr, Manager