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Certificates of Status



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06/03/05--01019--005 **133.75

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W05-28782

LEE BENTON SAYLER, P.A.
ATTORNEY AT LAW
1662-A North U. S. Highway One
Jupiter, Florida 33469

phone 561/746-7304
fax 561/746-6173

June 2, 2005

Via UPS Next Day Air – Tracking No. 1Z F49 705 22 1000 8267

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION FOR EAM MERCER, LLC

Dear Sir/Madam:

Enclosed are an original and one copy of the EAM MERCER, LLC, along with a check in the amount of \$133.75 for filing.

Please return a certified copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Lee B. Saylor", written over a horizontal line.

Lee B. Saylor

LBS/jlc

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 10, 2005

LEE B. SAYLER
LEE BENTON SAYLER, P.A.
1662-A NORTH U.S. HIGHWAY ONE
JUPITER, FL 33469

SUBJECT: EAM MERCER, LLC
Ref. Number: W05000028782

We have received your document for EAM MERCER, LLC and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 905A00040720

*They called 6/14 requested that
we file without providing a certified
copy. MGH*

ARTICLES OF ORGANIZATION OF

EAM MERCER, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be EAM MERCER, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3370 Bridgegate Drive, Jupiter, Florida 33477.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by 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 is:

EDWARD A. MASAITIS, JR.
3370 Bridgegate Drive
Jupiter, Florida 33477

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the member of the company is:

EDWARD A. MASAITIS, JR.
3370 Bridgegate Drive
Jupiter, Florida 33477

ARTICLE X - INDEMNIFICATION

The managing member shall be indemnified by the company against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been the managing member of the company, whether or not he is the managing member at the time such expenses are incurred, except when the managing member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the members approve such settlement and reimbursement as being for the best interest of the company. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such managing member may be entitled.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these

articles of organization at Jupiter, Florida, on 6-2, 2005.

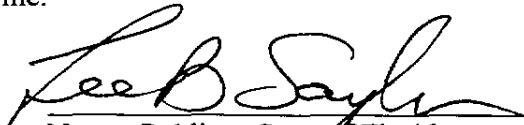

EDWARD A. MASAITIS, JR.

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

Sworn to and subscribed before me this 2 day of June, 2005, by EDWARD A. MASAITIS, JR., who is personally known to me.



Lee B. Sayler
MY COMMISSION # DD046849 EXPIRES
November 7, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public -- State of Florida

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 608 of the Florida Statutes.

Executed this 2 day of June, 2005.



EDWARD A. MASAITIS, JR.

Exhibit "A"

Capital Contribution

EDWARD A. MASAITIS, JR.

\$500.00