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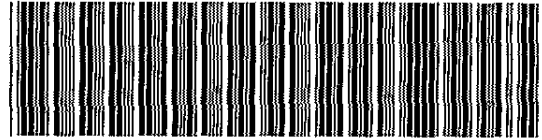
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMERALD CAPITAL GROUP, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Betty Conrad

(Name of Person)

Pino & Dicks

(Firm/Company)

255 South Orange Avenue, Ste. 600

(Address)

Orlando, FL 32801

(City/State and Zip Code)

For further information concerning this matter, please call:

Betty Conrad

(Name of Person)

at (407) 206-6500 X11720

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &
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(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|--|---|

Mailing Address

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

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION FOR
EMERALD CAPITAL GROUP, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: Emerald Capital Group, LLC

ARTICLE II. ADDRESS

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

255 South Orange Avenue
Suite 600
Orlando, Florida 32801

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

<u>Name</u>	<u>Street Address</u>
Stephen V. Rosin	255 South Orange Avenue Suite 600 Orlando, Florida 32801

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is as follows:

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

Name

Address

Craig E. Nickerson

255 South Orange Avenue
Suite 600
Orlando, Florida 32801

Such Manager shall serve in such capacity until the first meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Stephen V. Rosin
Authorized Representative of a Member

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT AND REGISTERED OFFICE
OF EMERALD CAPITAL GROUP, LLC


Pursuant to the provisions of Section 608.415, Florida Statutes, Emerald Capital Group, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Emerald Capital Group, LLC
2. The name of the registered agent and the address of the registered office are:

<u>Name</u>	<u>Street Address</u>
Stephen V. Rosin	255 South Orange Avenue Suite 600 Orlando, Florida 32801

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 or registered agent as provided for in Chapter 608., F.S.

Date: February 3, 2006



Stephen V. Rosin