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To:

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Fax Number : (850) 617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

emerald boxing club, llc

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ARTICLES OF ORGANIZATION

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OF

EMERALD BOXING CLUB, LLC

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

**ARTICLE I
NAME**

The name of the limited liability company shall be EMERALD BOXING CLUB, LLC ("Company"). The street address and mailing address for the principal place of business of the Company in Florida shall be 1904 Flower Drive, Palm Beach Gardens, Florida 33410.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III
PURPOSE AND POWERS**

The general purpose for which the Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Michael P. Davis, 1904 Flower Drive, Palm Beach Gardens, Florida 33410.

**ARTICLE V
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
MICHAEL P. DAVIS	\$100.00

**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon 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.

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**ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there is at least one (1) remaining members, or upon a vote of majority of the membership.

**ARTICLE IX
MANAGEMENT (MANAGEMENT BY MEMBERS)**

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 addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL P. DAVIS	1904 Flower Drive Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Palm Beach Gardens, Florida for the forgoing uses and purposes this 30 day of November, 2007.

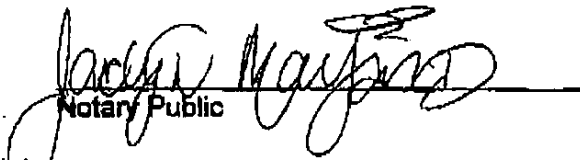


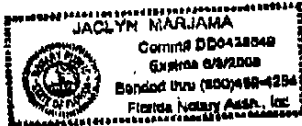
MICHAEL P. DAVIS

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STATE OF FLORIDA :
COUNTY OF Palm Beach : SS

The foregoing instrument was acknowledged before me this 6 day of November, 2007, by Michael P. Davis, who is personally known to me or has produced as identification and who did take an oath.


Notary Public



Print:
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of EMERALD BOXING CLUB, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


MICHAEL P. DAVIS

1904 Flower Drive
Palm Beach Gardens, FL 33410

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is:

EMERALD BOXING CLUB, LLC

2. The name and address of the registered agent and office is:

MICHAEL P. DAVIS

Name

1904 Flower Drive

Address (P. O. Box not available)

Palm Beach Gardens, Florida 33410

City/State/Zip

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.

Michael P. Davis
(Signature) MICHAEL P. DAVIS

(Date)

11/30/2007

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