

L98000001494

Division of Corporations

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Florida Department of State
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From: Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
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W98-18881

LIMITED LIABILITY COMPANY

Emerald Asset Advisors, L.L.C.

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Tuesday, August 18, 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 18, 1998

ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 E. LAS OLAS BLVD., #1900
FT. LAUDERDALE, FL 33301SUBJECT: EMERALD ASSET ADVISORS, L.L.C.
REF: W98000018881

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Therefore, the affidavit must state that no property has been contributed when no property has been contributed to date.

Please return your document, along with 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) 487-6911.

Brenda Tadlock

FAX And. #: H98000015333

Sr. Corporate Section Administrator

Letter Number: 898A00042872

**ARTICLES OF ORGANIZATION
OF
EMERALD ASSET ADVISORS, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.
NAME**

The name of this limited liability company is EMERALD ASSET ADVISORS, L.L.C. (the "Company").

**SECTION 2.
DURATION**

Unless and until the Company is dissolved by the unanimous consent of the members or by law, the Company will exist in perpetuity from the date of filing these Articles with the Department of State.

**SECTION 3.
MAILING ADDRESS AND STREET ADDRESS**

The mailing address and street address of the Company's principal business office is Suite 318, 2500 Weston Road, Weston 33331.

**SECTION 4.
REGISTERED AGENT AND OFFICE**

The Registered Agent and the street address of the initial Registered Office of the Company is: South Florida Registered Agents, Inc., Suite 1900, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301

**SECTION 5.
ADDITIONAL MEMBERS**

The members of the Company may admit additional members as provided in the Regulations of the Company.

ALAN H. BASEMAN, ESQ. - FLA. BAR #561347
Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Blvd., #1900
Ft. Lauderdale, FL 33301 Phone 954-763-1200

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**SECTION 6.
RIGHT TO CONTINUE**

Upon the death, retirement, resignation, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company ("Dissolution Event"), the business of the Company may be continued so long as there are at least two remaining Members and all remaining Members consent to the continuation of business. The Managers of the Company must call a Special Meeting of Members to be held within 90 days after the Dissolution Event for purposes of determining whether the business should be continued.

**SECTION 7.
MANAGEMENT OF THE COMPANY**

The Company will be managed by managers, as further provided in the Regulations of the Company. Except as authorized by the managers, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The following 2 persons will serve as managers until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address

Jane Levy	Suite 318, 2500 Weston Road, Weston 33331
Barbara Hunter	Suite 318, 2500 Weston Road, Weston 33331

Thereafter, the Company will be managed by at least 1 manager who must be elected, and may be removed, as provided in the Regulations of the Company.

**SECTION 8.
REGULATIONS**

The members may adopt, alter, amend, or repeal regulations of the Company to the fullest extent permitted by law.

**SECTION 9.
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company will commence on the date of filing the Articles of Organization by the Florida Department of State.

**SECTION 10.
INDEMNIFICATION**

The Company may indemnify any manager, member, officer, employee or agent of the Company to the fullest extent permitted by Florida law.

The undersigned executed these Articles of Organization on July 30, 1998.



Signature of member or authorized
representative of member

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

EMERALD ASSET ADVISORS, L.L.C., a limited liability company existing under the laws of the State of Florida, with its principal office and mailing address at Suite 318, 2500 Weston Road, Weston 33331, has named South Florida Registered Agents, Inc. whose address is Suite 1900, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned hereby accepts the appointment as Registered Agent, and agrees to comply with all applicable provisions of law. In addition, the undersigned is familiar with and accepts the duties and responsibilities as Registered Agent for the limited liability company.

South Florida Registered Agents, Inc.

By: Beverly S. Bay, President

Date: July 30, 1998

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
EMERALD ASSET ADVISORS, L.L.C.**

The undersigned member or authorized member representative of EMERALD ASSET ADVISORS, L.L.C. deposes and says:

1. Emerald Asset Advisors, L.L.C. has at least two members.
2. The total amount of cash contributed by the members is \$10; no property has been contributed by the members
3. The total amount of cash or property anticipated to be contributed by members is \$ 50,000. This total amount includes amount from paragraph 2.



Signature of a member or authorized representative of a member

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

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**