

L98000001494

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000018462 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 9:56

RECEIVED

98 OCT -6 AM 7:51

DIVISION OF CORPORATIONS

BASIC AMENDMENT

EMERALD ASSET ADVISORS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$45.75

\$105.00

L98-1494

Name	OR
Availability	
Document	OR
Examiner	
Updater	OR
Updater	OR
Verifier	OR
Acknowledgement	

Electronic Filing Menu

Corporate Filing

Public Access Help

Monday, October 05, 1998

2:12 PM

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EMERALD ASSET ADVISORS, L.L.C.
DOCUMENT NUMBER L98000001494**

These Amended and Restated Articles of Organization are filed in accordance with Section 608.411 of Florida Statutes; and, upon filing with the Department of State, will supersede the original Articles of Organization filed on August 18, 1998.

**SECTION 1.
NAME**

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

**SECTION 2.
EXISTENCE AND DURATION**

The existence of the Company will commence upon the filing of the Articles of Organization with the Department of State. Unless the Company is dissolved sooner by the unanimous consent of the members, or by law, the Company will exist from the date of filing the Articles of Organization with the Department of State until December 31, 2050, when it will be dissolved.

**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

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

97/5700.100/123619

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 9:56

SECTION 5. ADDITIONAL MEMBERS

The members of the Company may admit additional members as provided in the Regulations of the Company, from time to time.

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 one or more 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 person will serve as sole manager of the Company until the first annual meeting of the members or until his successor is elected and qualifies:

Robert Isbitts 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.

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

9745700.100/123619

2

E98000018462 5

98 OCT -6 AM 9:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**SECTION 9.
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 Amended and Restated Articles of Organization on October 5, 1998.



Signature of member or authorized
representative of member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 9:56

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

976700.100/123819

3

H98000018462 5