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CHARLES H. BOWERS, P.C.

Attorney at Law

20 East Wilmot Street
Richmond Hill, Ontario, Canada L4B 1C8
Phone: 905 886-1200
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January 25, 1999

N99-2805

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
USA

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-02/01/99-01129-017
***285.00 ***285.00

Re: Empire Capital Group, L.L.C.

Dear Sir or Madam:

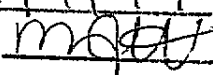
Enclosed are original Articles of Organization, Affidavit
and Designation of Registered Agent along with check for
\$285.00 for costs.

Please file the enclosed documents in regular course.

Sincerely,


Charles H. Bowers

Enclosures as stated

Charles Bowers GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article V
DATE 2/4/99
DOC. EXAM 

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
P. Verifier	

99 FEB -1 AM 9:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 1999

CHARLES H. BOWERS, P.C.
20 EAST WILMOT STREET
RICHMOND HILL
ONTARIO CANADA, L4B-1C8

SUBJECT: EMPIRE CAPITAL GROUP, L.L.C.
Ref. Number: W99000002805

We have received your document for EMPIRE CAPITAL GROUP, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 499A00004842

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

99 FEB -1 AM 9:25

RECEIVED
DIVISION OF CORPORATIONS

ARTICLE I-Name:

The name of the Limited Liability Company is Empire Capital Group, L.L.C.

ARTICLE II-Address:

The mailing address and the street address of the principal office of the Limited Liability Company is 702 Sweetwater Blvd. North, Longwood,, Florida 32779.

ARTICLE III-Duration:

The period of duration of the limited liability company shall be perpetual.

ARTICLE IV-Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Richard H. Bourret 52 Regent Street, Richmond Hill,
Ontario, Canada L3C 3C9

Charles H. Bowers 6 St. Moritz Way, Suite 3A, Markham,
Ontario, Canada L3r 4E8

Paul M. Biko 2409 Baybury Drive, Harrisburg, P.A. 17112

ARTICLE V - Admisssion of Additional Members

The right of the members to admit additional members and the terms and conditions of the admissions shall be by majority vote of existing members.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as provided in Members Agreement dated January 25, 1999.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Empire Capital Group, L.L.C. certifies:

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the members is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$00.00 ; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.00 .

Signature of a member or an 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.)


Richard H. Bourret

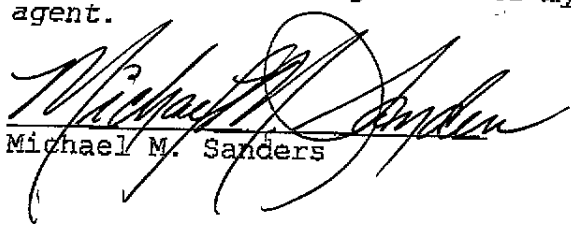
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Empire
Capital Group, L.L.C.
2. The name and the Florida street address of the
registered agent are:

Michael M. Sanders
702 Sweetwater Blvd. North
Longwood, Florida 32779

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 M. Sanders