



THE UNITED STATES
CORPORATION
COMPANY

L990000005309

ACCOUNT NO. : 072100000032

REFERENCE : 353388 7137273

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 285.00

ORDER DATE : August 25, 1999

ORDER TIME : 1:19 PM

ORDER NO. : 353388-005

800002970128-3

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
ERIC M. SAUERBERG, P.A.
ERIC M. SAUERBERG, P.A.
Suite 400
712 U.S. Highway One
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: EMARINE.COM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

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99 AUG 25 AM 7:47
99 AUG 25 PM 2:17
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

56-26-99

**ARTICLES OF ORGANIZATION OF
EMARINE.COM, L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is EMARINE.COM, L.L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the effective date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 627 Ocean Dunes Circle, Jupiter, FL 33477. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is STEVEN MYERS, 627 Ocean Dunes Circle, Jupiter, FL 33477.

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the manager is STEVEN MYERS, 627 Ocean Dunes Circle, Jupiter, FL 33477.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the manager.

ARTICLE VII

The business of this limited liability company shall be dissolved 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 this limited liability company, unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the

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TALLAHASSEE, FLORIDA

occurrence of any event which would otherwise terminate the existence of this limited liability company.

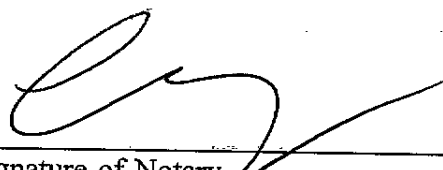
IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 10th day of June, 1999.



STEVEN MYERS, Member

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of June, 1999, by STEVEN MYERS, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 10th day of June, 1999.


Signature of Notary
Printed Name: Eric M. Sauerberg
My Commission Expires:
My Commission Number:

 Eric M Sauerberg
My Commission CC813382
Expires March 1, 2003

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF
EMARINE.COM, L.L.C.**

COMES NOW EMARINE.COM, L.L.C., a Florida limited liability company (the "LLC"), by its sole member, STEVEN MYERS, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LLC has one (1) member.
2. The amount of capital contributions of the sole member is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the members is one million dollars (\$1,000,000) cash and property with a value of zero dollars (\$0) for a total anticipated amount of one million dollars (\$1,000,000).

FURTHER AFFIANT SAYETH NOT.

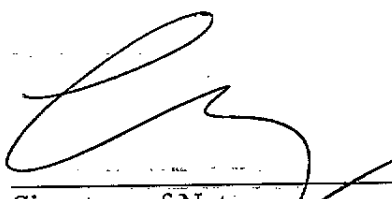
Dated: June 10, 1999.


STEVEN MYERS, Member

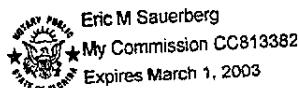
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)
COUNTY OF PALM BEACH)

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Executed this 10th day of June, 1999.


Signature of Notary
Printed Name: Eric M. Sauerberg
My Commission Expires:
My Commission Number:

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TALLAHASSEE, FLORIDA



**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That EMARINE.COM, L.L.C., a Florida Limited liability company, with its registered office at 627 Ocean Dunes Circle, Jupiter, FL 33477, has named STEVEN MYERS, at 627 Ocean Dunes Circle, Jupiter, FL 33477 its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.


By: 
STEVEN MYERS,
Registered Agent

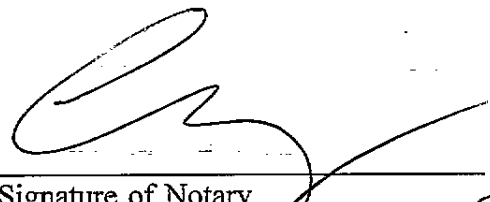
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STATE OF FLORIDA)
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Executed this 10th day of June, 1999.

 Eric M Sauerberg
My Commission CC813382
Expires March 1, 2003


Signature of Notary
Printed Name: Eric M Sauerberg
My Commission Expires:
My Commission Number: