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ACCOUNT NO. : 072100000032

REFERENCE : 408261 81040A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 155.00

ORDER DATE : October 12, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 408261-005

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CUSTOMER NO: 81040A

CUSTOMER: Charles L. Hoffman, Jr., Esq
SHELL FLEMING DAVIS & MENGE
SHELL FLEMING DAVIS & MENGE
Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: EMPIRE PARTNERS, L.L.C.

EFFECTIVE DATE:

MJH

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 PM 2:00

RECEIVED
99 OCT 12 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

Empire Partners, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 PM 2:00

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be Empire Partners, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company shall be 192 North Palafox Street, Pensacola, Florida 32501.

ARTICLE III

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is
Burney H. Merrill, 192 North Palafox Street Pensacola, Florida 32501.

ARTICLE V
CAPITAL CONTRIBUTION

The members of the company shall contribute to the capital of the company the cash or
property set forth in Exhibit "A."

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the company as set forth in the
Regulations.

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except in accordance with the
Regulations of the company. 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 the other
members of the company other than the member proposing to dispose of his or her interest approve
of the proposed transfer in accordance with the Regulations.

ARTICLE VIII
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority in capital interest of the remaining members, provided there are at least two remaining members.

ARTICLE IX
MANAGEMENT

The company shall be managed by managers in accordance with Regulations adopted by the members for the management of the business and affairs of the company. The 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 managers of the company are:

Willis C. Merrill, III
192 North Palafox Street
Pensacola, Florida 32501

Collier Merrill
192 North Palafox Street
Pensacola, Florida 32501

Burney H. Merrill
192 North Palafox Street
Pensacola, Florida 32501

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these

Articles of Organization at Pensacola, Florida, on this 11th day of October, 1999.

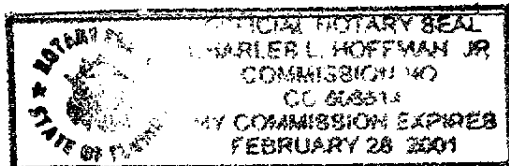
Burney H. Merrill
Burney H. Merrill, Organizer

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Burney H. Merrill, known to me and known by me to be the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed those Articles of Organization. He is personally known to me.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this 11th day of October, 1999.



Charles L. Hoffman
PRINTED NAME: Charles L. Hoffman
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 2/28/01

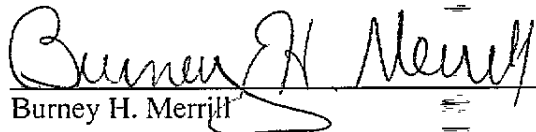
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

COUNTY OF ESCAMBIA

The undersigned, being the person named in the Articles of Organization of Empire Partners, L.L.C., as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated this 11th day of October, 1999.


Burney H. Merrill