

**CORPORATE
ACCESS,
INC.**

23 Eas 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 959-1666 . Fax (850) 222-1666

WALK IN

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12/20/99 11:00

X **CERTIFIED COPY** _____

_____**CUS**_____

_____**PHOTO COPY**_____

X **FILING** LLC

W 99-28973

1.) Sunrise Emergent Capital, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-12/20/99--01049--004
***155.00 ***155.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

W 12/21
FILED
99 DEC 21 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
99 DEC 20 AM 10:11
DEPT. OF REVENUE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 20, 1999

CORPORATE ACCESS, INC.

SUBJECT: SUNRISE EMERGENT CAPITAL, LLC
Ref. Number: W99000028973

We have received your document for SUNRISE EMERGENT CAPITAL, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please note that the statement in parentheses at the bottom of the second page of your application refers to "this affidavit."

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 299A00059546

RECEIVED
99 DEC 21 9:57
CORRECTED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION OF SUNRISE EMERGENT CAPITAL, LLC,
A LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is Sunrise Emergent Capital, LLC.

ARTICLE II - Company Address

The mailing address and street address of the principal office of the Limited Liability Company is 250 Park Avenue South, Suite 600, Winter Park, Florida 32789.

ARTICLE III - Duration

The Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of duration for the Limited Liability Company shall be perpetual unless the Limited Liability Company is earlier dissolved as provided by the Florida Limited Liability Company Act and the Limited Liability Company's Regulations.

ARTICLE IV - Registered Agent Address

The name and street address of the registered agent of the Limited Liability Company

Michael Poole
250 Park Avenue South, Suite 600
Winter Park, Florida 32789

ARTICLE V - Management

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Michael Poole
250 Park Avenue South, Suite 600
Winter Park, Florida 32789

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ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all of the members.

ARTICLE VI - Members' Rights to Continue Business

The right, if given, 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 governed by the written Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 17th day of December, 1999, which shall be effective upon filing with the Florida Secretary of State.


Michael Poole, Manager

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

Pursuant to the provisions of Section 608.415, 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 Sunrise Emergent Capital, LLC.
2. The name and Florida street address of the registered agent and registered office are:

Michael Poole
250 Park Avenue South, Suite 600
Winter Park, Florida 32789

ACKNOWLEDGMENT:

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, and 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.



Registered Agent

12/17/99

Date:

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