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April 24, 1998

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Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

PRIORITY MAIL

RE: THE EMERALD SOCIETY, INC.,
A FLORIDA NON-PROFIT CORPORATION

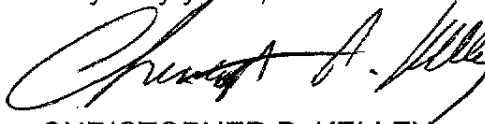
Dear Madam or Sir:

Enclosed please find my operating account check in the amount of \$131.25
and the **Articles of Incorporation** of the above referenced corporation,

Please return a certified copy of the Articles and a Certificate of Good
Standing for the said corporation to my office. Enclosed is a self-address stamped
envelope.

Thank you for your cooperation.

Very truly yours,


CHRISTOPHER P. KELLEY

CPK:rd
Enclosures

FILED
98 APR 29 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4398

**ARTICLES OF INCORPORATION
OF
THE EMERALD SOCIETY, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation shall be **THE EMERALD SOCIETY, INC.**

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the Corporation is as follows:

The Emerald Society was organized for benevolent purposes, to foster and enjoy social gatherings of its members, to encourage among its members closer personal acquaintances, and a friendly spirit of mutual cooperation, to further and promote the general welfare and prosperity of the members and to improve by any and all lawful and honorable means their status and conditions; to perpetuate the glories of the Gaelic culture and to record the history of the descendants of Ireland; to assist in any other matters pertaining to the welfare and advancement of the members and for the attainment and improvement of those of Irish extraction.

ARTICLE IV - MEMBERS

This Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The name and address of each initial Voting Member

is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK DUFFY	9718 N.E. 2 Avenue Miami Shores, FL 33138
ALLAN R. KELLEY	720 N.E. 101 Street Miami Shores, FL 33138
CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, FL 33161

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent is CHRISTOPHER P. KELLEY, and the initial registered office is 11098 Biscayne Boulevard, Suite 205, Miami, FL 33161.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have three (3) members whose names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK DUFFY	9718 N.E. 2 Avenue Miami Shores, FL 33138
ALLAN R. KELLEY	720 N.E. 101 Street Miami Shores, FL 33138
CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, FL 33161

The number of Directors may be raised or lowered by amendment of the By-Laws, but shall in no case be less than three (3).

ARTICLE VII - OFFICERS

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other

officers may be provided for in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the By-Laws) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, FL 33161
Secretary	ALLAN R. KELLEY	720 N.E. 101 Street Miami Shores, FL 33138
Treasurer	PATRICK DUFFY	9718 N.E. 2 Avenue Miami Shores, FL 33138

ARTICLE VIII - INCORPORATORS

The name and addresses of the Incorporators of this Corporation are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, FL 33161
ALLAN R. KELLEY	720 N.E. 101 Street Miami Shores, FL 33138
PATRICK DUFFY	9718 N.E. 2 Avenue Miami Shores, FL 33138

ARTICLE IX - NON-STOCK BASIS

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the By-Laws.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or

Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this ____ day of _____, 1998.


CHRISTOPHER P. KELLEY


ALLAN R. KELLEY

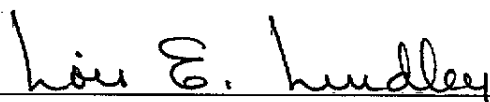

PATRICK DUFFY

STATE OF FLORIDA)

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **CHRISTOPHER P. KELLEY**, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 23RD day of April, 1998.


NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
LOIS E. LINDLEY
COMMISSION # CC601852
EXPIRES 12-15-2000
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA)

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **ALLAN R. KELLEY**, personally known to me to be the person described as the Incorporator in the foregoing

Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 23RD day of April, 1998.

Lois E. Lindley
NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
LOIS E. LINDLEY
COMMISSION # CC601852
EXPIRES 12-15-2000
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA)

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **PATRICK DUFFY**, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 23RD day of April, 1998.

Lois E. Lindley
NOTARY PUBLIC, State of FLORIDA at Large
NOTARY PUBLIC - STATE OF FLORIDA
LOIS E. LINDLEY
COMMISSION # CC601852
EXPIRES 12-15-2000
BONDED THRU ASA 1-888-NOTARY1

My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


FIRST: That **THE EMERALD SOCIETY, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at 11098 Biscayne Boulevard, Suite 205, Miami, FL 33161, Dade County, Florida, and has appointed:

CHRISTOPHER P. KELLEY
11098 Biscayne Blvd., Suite 205
Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CHRISTOPHER P. KELLEY
Registered Agent

FILED
98 APR 29 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA