

7970000016177

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 20 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TX! FEB 20 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/20 12:00

RE: Emerald Worldwide Corporation

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
Cert. Copy(s) photo		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
EMERALD WORLDWIDE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation is EMERALD WORLDWIDE CORPORATION.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 718 North Fairfield Drive, Pensacola, Florida 32526 and the mailing address is the same, and the name of the initial registered agent of this corporation and his address are DONALD A. ROARK, 201 E. Government Street, Pensacola, FL 32501.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director(s) of this corporation are:

NAME

ADDRESS

Guido Eugene Zecckine, III
718 North Fairfield Drive
Pensacola, FL 32526

Damean G. Nichols
4751 Sausley Field Road
Pensacola, FL 32526

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is DONALD A. ROARK, 201 E. Government Street, Pensacola, FL 32501.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE TEN - 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 subscriber has executed these Articles of Incorporation on this 19th day of February, 1997.


DONALD A. ROARK, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of February, 1997
by Donald A. Roark, who is personally known to me or who has produced _____
as identification and who did not take an oath.

HELEN P. HILL
Notary Public-State of Florida
My Commission Expires Jan. 11, 2001
CC 250974

Bonded Here Aetna Casualty & Surety Co.

Helen P. Hill
Printed name: _____
Notary Public - State of Florida
My commission expires: _____
Commission number: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that EMERALD WORLDWIDE CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 718 North Fairfield Drive, City of Pensacola, County of Escambia, State of Florida has named Donald A. Roark, located at 201 E. Government St., City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


DONALD A. ROARK, Registered Agent

c:\corp\agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA