

997 000022254

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

RE: Emerald Properties
International, Inc

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 \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express**	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	***\$122.50	***\$122.50
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

SUBTOTALS _____

FILED
 97 MAR 12 AM 9:41
 TALLAHASSEE, FLORIDA

REAR 1

RECEIVED
 97 MAR 12 AM 8:42
 DIVISION OF CORPORATION

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY DAP

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

WALK-IN Will Pick Up 3/12 1100

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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

97 MAR 12 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EMERALD PROPERTIES INTERNATIONAL, INC.

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is **EMERALD PROPERTIES INTERNATIONAL, INC.**

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of 10 (cents) per share.

These shares shall carry preemptive rights.

This document prepared by:

Garland Hogan, Esq.
Fl. Bar No.: 356514
HOGAN & SHAW
2200 Lazy Lane
Lazy Lake, Fl 33305
Tel: (954) 565-8044

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 5781 S.W. 9 St., Plantation, Florida 33317.

ARTICLE SEVEN

The number of directors of the corporation will not be less than one.

ARTICLE EIGHT

The name and street address of each member of the first Board of Directors is:

Jason Kreisman
10135 West Sunrise Blvd.
Suite 201
Fort Lauderdale, Fl. 33322

Robert Tischler
10135 West Sunrise Blvd.
Suite 201
Fort Lauderdale, Fl. 33322

Charles Tischler
5781 S.W. 9 St.
Plantation, Florida 33317

Rochelle Tischler
5781 S.W. 9 St.
Plantation, Florida 33317

David Tischler
9999 Summerbreeze Road
Apt. 117
Sunrise, Florida 33322

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

Charles A. Tischler
5781 S.W. 9 St.
Plantation, Florida 33317

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board

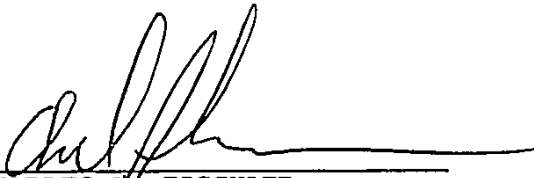
of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be

**Charles A. Tischler
5781 S.W. 9 St.
Plantation, Florida 33317**

I, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set my hand this 5th day of March, 1997.



CHARLES A. TISCHLER

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAR 12 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

EMERALD PROPERTIES INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Charles A. Tischler
5781 S.W. 9 St.
Plantation, Florida 33317

Signature 

CHARLES A. TISCHLER

Title Registered Agent

Date March 5, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE: March 5, 1997