

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Emerald Capital Corp.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CJ

Name _____

Date 5/18

Time 9:27

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File Photo

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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ARTICLES OF INCORPORATION

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OF

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EMERALD CAPITAL CORP.

THE UNDERSIGNED subscribers to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida, and hereby state the Articles as follows:

ARTICLE I

The name of the corporation shall be:

EMERALD CAPITAL CORP.

ARTICLE II

The general purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The corporation is authorized to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a meeting duly held and convened.

ARTICLE V

Each shareholder of this corporation shall have the first right to purchase shares (and

securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Hugh F. Quinn

6330 SW 114 Street
Miami, Florida 33156

ARTICLE VII

The principal office and mailing address of this corporation is: 6330 SW 114 Street, Miami, Florida 33156.

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is Hugh F. Quinn, 6330 SW 114 Street, Miami, Florida 33156.

ARTICLE IX

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

ARTICLE X

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the

fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders. The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause. The shareholders and directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

The corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation of Emerald Capital Corp. this 15th day of May, 1998.

Hugh F. Quinn
HUGH F. QUINN

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this date by HUGH F. QUINN, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 15th day of May, 1998.

My commission expires: 10-23-98

Barbara M Gonzalez
NOTARY PUBLIC
State of Florida at 15th



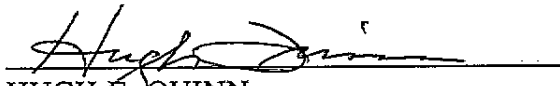
BARBARA M GONZALEZ
My Commission CC417003
Expires Oct. 23, 1998
Bonded by NFNU
800-224-6368

DESIGNATION OF REGISTERED AGENT

1. EMERALD CAPITAL CORP. hereby designates the following registered agent and his office for service of process:

Hugh F. Quinn 6330 SW 114 Street
Miami, Florida 33156

2. The undersigned registered agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.


HUGH F. QUINN
Registered Agent

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