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CT CORPORATION S

Requestor Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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SECRETARY OF CORPORATIONS
91 FEB 27 PM 12: 56

Emerald Asset Management, LLC

300002102913-4

-03/04/97 01001-001

****140.00 ****140.00

d-b-a

Emerald Asset Management of California, LLC

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

- Limited Partnership
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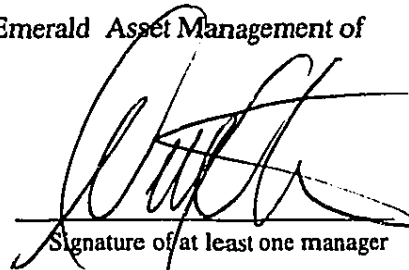
**RESOLUTION OF THE MEMBER(S) OF EMERALD ASSET
MANAGEMENT, LLC.**

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I, the undersigned R. Nuri Otus, do hereby certify that this Resolution of the member(s) of Emerald Asset Management, LLC. a corporation duly organized and existing under the laws of the State of California, was duly adopted on August 10, 1995.

Resolved, that Emerald Asset Management, LLC. organized and existing in the State of California, hereby adopts the name Emerald Asset Management of California, LLC. for use in Florida.

Dated: 2/20/97



Signature of at least one manager

R. Nuri Otus, Managing Member

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:**

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1. EMERALD ASSET MANAGEMENT, LLC dba in Florida as EMERALD ASSET MANAGEMENT OF
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.) CALIFORNIA, LLC

2. CALIFORNIA 3. 94-3229364
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. AUGUST 10, 1995 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist
or "perpetual")

6. upon qualification
(Date first transacted business in Florida.)

7. 690 INDUSTRIAL ROAD, SAN CARLOS, CA 94070

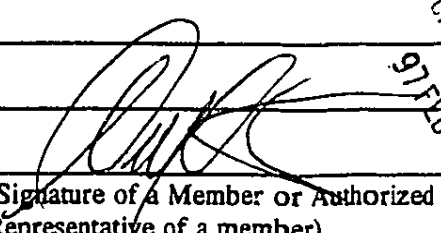
(Street address of principal office)

8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)

9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)

10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)
R. Nuri Otus, Managing Member _____

2/20/97
(Date)


(Signature of a Member or Authorized Representative of a member)

R. Nuri Otus, Managing Member

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

C T Corporation System

By: George C. Romero
(Signature)

2-26-97
(Date)

George C. Romero
Assistant Secretary

(Type Name of Officer)

(Title of Officer)

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: EMERALD ASSET MANAGEMENT , LLC dba in Florida
as EMERALD ASSET MANAGEMENT OF CALIFORNIA, LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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. 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.

C T CORPORATION SYSTEM

George C. Romero
(Signature)

2-26-97
(Date)

George C. Romero
Assistant Secretary

(Title)

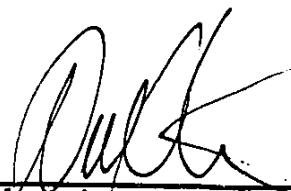
FILING FEE: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
EMERALD ASSET MANAGEMENT, LLC deposes and says:

- 1) "We have one member according to California Law."
- 2) the total amount of cash contributed by the member(s) is \$ 10,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 10,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

R. Nuri Otus, Managing Member



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 10th *day of* August *, 19* 95

EMERALD ASSET MANAGEMENT LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
21st day of February, 1997

Bill Jones
Secretary of State