

TAMPA ACCOUNTING & TAX SERVICE, INC.

17121 Morris Bridge Road
Thonotosassa, FL 33592-2259
(813) 782 - 1990

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE FIRST GUARDIAN, L. L. C.

Enclosed is an original and one (1) copy of the Articles of Organization and
a check for \$ 125.00

FROM: Tampa Accounting & Tax Service, Inc.
17121 Morris Bridge Road
Thonotosassa, FL 33592-2259
(813) 782 - 1990

Please return all documentation to the undersigned. Thank you.

Tampa Accounting & Tax Service, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 1 AM 10:52

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being a natural person competent to contract for the purpose of forming a Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

THE FIRST GUARDIAN , L. L. C.

ARTICLE II

The mailing & street address of the principal place of the Limited Liability Company is: 9513 Barnside Place, Tampa, FL 33635

ARTICLE III

This Limited Liability Company shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE IV

The Limited Liability Company is to be managed by the members and the initial names and addresses of the members are:

Florida Auto Protection, Inc.	3535 S. Atlantic Beach, Coco Beach, FL 32931
Todd S. Macckel	22 Democracy Court, Jacksonville, FL 32250
National Marketing, Inc.	9610 Clubhouse Lane, Tampa, FL 33635
George F. Oswinkle	9513 Barnside Place, Tampa, FL 33635.

ARTICLE V

Additional members may be added with unanimous consent of the other members plus payment of an amount of cash to the Limited Liability Company equal to a pro-rata amount of cash contributed by the existing members.

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ARTICLE VI

There shall be the right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or of the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.



Signature of Member

Florida Auto Protection, Inc. Member (Signee)


(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.)



Signature of Member

Todd S. Markel, Member (Signee)

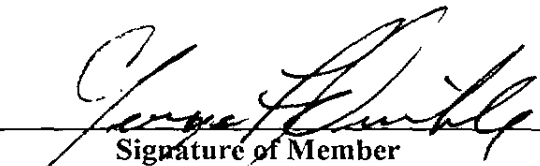
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Member

National Marketing, Inc. Member (Signee)

(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.)



Signature of Member

George F. Oswinkle, Member (Signee)

(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.)

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CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The Name of the Limited Liability Company is:

THE FIRST GUARDIAN , L. L. C.

The name and Florida street address of the Registered Agent is:

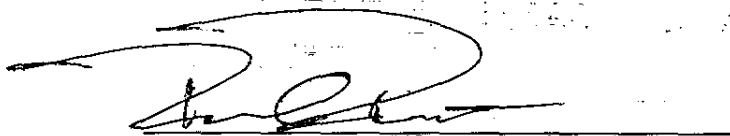
George F. Oswinkle

9513 Barnside Place

Tampa, FL 33635

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in the 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.

DATED: This 20 day of May, 2004.



Registered Agent

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