

DEC 14 1998 13:02 FR BUTZEL LONG

561 368 4668 TO 18509224003

P.01/06

12/14/98

12:36 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000023246 5)))

TO: DIVISION OF CORPORATIONS
(850) 922-4003

FAX #

FROM: BUTZEL LONG
105147001567

ACCT#

CONTACT: KERA J DRAETTA

PHONE: (561) 368-2151

FAX #:

(561) 368-4668

NAME: U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C.

AUDIT NUMBER.....H98000023246

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENTS

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

98 DEC 14 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 14 PM 2:01

L98-3171

Name	12-14
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment Sent	
W. P. Verifier	

ARTICLES OF ORGANIZATION

(850) 922-4003
E98000023246

OF

U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C.

The undersigned acting as organizer of U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business and mailing address in this State of the LLC shall be c/o BUTZEL LONG, Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432. The name and address of the LLC's initial registered agent shall be Philip H. Forbes, c/o BUTZEL LONG, Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432.

Prepared by:
Philip H. Forbes, Esq.
BUTZEL LONG, P.C.
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432
(561) 368-2151 Bar #0180356

Document: 000106709/0002/6954/5d6011.DOC

(850) 922-4003
E98000023246FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 14 PM 2:01

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(850) 922-4003
H98000023246

(a) The following are the members of the LLC and their initial contribution:

Alan Gelman	\$1,000.00
Barry Kaplan	\$1,000.00
Mario Chang	\$1,000.00
Joseph H. Fernandez	\$1,000.00
Craig Brand	\$1,000.00
Dennis Bellehumeur	\$1,000.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the majority consent of all members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the member, in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Co-Managers of the LLC who shall serve as Managers until a successor is elected and qualified are:

Alan Gelman
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

Barry Kaplan
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

Mario Chang
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

Joseph H. Fernandez
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

(850) 922-4003
H98000023246

Craig Brand
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

Dennis Bellehumeur
c/o BUTZEL LONG
Suite 411
1200 North Federal Highway
Boca Raton, FL 33432

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members in proportion to their contributions to the capital of the LLC, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 14 day of December, 1998.

By: 
Philip H. Forbes, Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$6,000.00.
3. If any, the agreed value of personal property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$6,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with '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.


Philip H. Forbes

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Philip H. Forbes, to me known to be the persons described in and who executed the foregoing Articles of Organization of U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C., and they acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 14 day of December, 1998.


Notary Public
My Commission Expires:



(850) 922-4003
H98000023246
98 DEC 14 PM 2:01
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

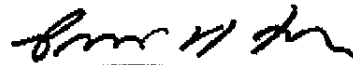
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That U.S.A. DIVERSIFIED INSURANCE AGENCY, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at c/o BUTZEL LONG, Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432 has named Philip H. Forbes, located at BUTZEL LONG, Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, 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 performance of my duties.



Philip H. Forbes

(850) 922-4003
H98000023246
98DEC14 PM 2:01
FILED
CLERK OF STATE
DIVISION OF CORPORATIONS