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 Certified Public Accountants & Consultants

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 Lawrence C. Elmer, CPA
 Zvi Gold, CPA
 Michael B. Goldstein, CPA
 Sanford B. Horwitz, CPA
 Alan Kirzner, CPA
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 Marvin E. Stonberg, CPA
 Salomon Wainberg, CPA
 Jeffrey L. Weiss, CPA
 Allan P. Wilson, CPA

March 29, 1999

Division of Corporations
 Department of State
 409 East Gaines Street
 Tallahassee, FL 32399

RE: Articles of Organization
 Rushmore Insurance Services, L.L.C.

200002825312--6
 -03/31/99--01053--004
 ***337.50 ***337.50

Dear Madam/Sir:

Attached are two (2) original Articles of Incorporation for the referenced Limited Liability Company to be filed with the Department of State upon receipt. Also enclosed is a check for \$337.50 for filing fees, which includes a certified copy, and a self-addressed, stamped envelope for your convenience in returning the filed Articles to the undersigned.

If you have any questions or if there are any problems, please call me directly at (305) 442-2200. Thank you for your assistance.

Sincerely,

Jerome T. Price

Jerome T. Price

JTP:lb
 Encls.

Name Availability	<i>[Signature]</i>
Document Examiner	
Updater	
Judicial Verifier	
Acknowledgement	
W. P. Verifier	

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ARTICLES OF ORGANIZATION
OF
RUSHMORE INSURANCE SERVICES, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is: RUSHMORE INSURANCE SERVICES, L.L.C.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State; or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business and mailing address in Florida for the Limited Liability Company is: c/o 2121 Ponce de Leon, Suite 1100, Coral Gables, Florida 33134.

5. REGISTERED AGENT.

The name and mailing address of the initial registered agent in Florida for the Limited Liability Company is: JEROME T. PRICE, 2121 Ponce de Leon Blvd., Suite 1100, Coral Gables, Florida 33134.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$1,000.00 in cash and no other property is being contributed to the Limited Liability Company at this time.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

Upon the approval of the Managers, the Company may from time to time receive contributions of additional capital to the Company; (a) Each Member shall have the first right, but shall not be obliged, to contribute such additional capital in accordance with the ratio of ownership interests held by such Member at the time of the vote to the total capital of the Company then outstanding. This preemptive right shall be deemed waived unless the Member pays the additional capital to the Company within thirty (30) days after said vote. To the extent that such prorata contribution is not made by a Member, his interest in the Company will be diluted; (b) Any additional contribution not made by a Member pursuant to his right under clause (a) hereunder shall be offered to the remaining Members who

have made their additional contributions pursuant to clause (a) in accordance with the ratio of Ownership interests held by such Members at the time of the vote to the total capital of the Company then outstanding. Such remaining Members may make such additional capital contributions within thirty (30) days after receiving written notice given by the Manager that such prorata contributions were not made by all Members. (c) If the entire required contribution is not contributed in accordance with clause (b,) any Member may contribute the remainder within ten days thereafter. (d) If the full amount of the additional capital contributions has not been obtained from the Members as set forth in clauses (a) (b) and (c), the Managers may obtain any remaining balance by the admittance of additional Members upon payment of consideration required by the Managers.

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

- (i) JEROME T. PRICE, Manager
2121 Ponce de Leon Blvd., Suite 1100
Coral Gables, FL 33134
- (ii) ALAN KIRZNER, Manager
2121 Ponce de Leon Blvd., Suite 1100
Coral Gables, FL 33134

10. MANAGERS.

- (i) All powers associated with the Company's activities, including the power to sell all or substantially all of the Company's assets, shall be reserved to one or more Managers, each

of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company.

Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless replaced with other Members by a vote of eighty percent in ownership interest in the Company at the annual meeting of the Company as set forth in the Company's Regulations. The Managers may also be replaced with other Members at any time by a vote of ninety percent in ownership interest in the Company.

(ii) The power to dissolve the Company shall be reserved to seventy-five percent in ownership interest of the Members. Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote of seventy-five percent in ownership interest, which shall be determined in accordance with the respective capital accounts of the Members, exclusive of any depreciation or tax credits which may accrue against such capital accounts for tax purposes.

(iii) The Managers may admit additional Members upon such terms and conditions as shall be determined by the Managers in their reasonable judgement. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members shall be reflected in an amendment to these Articles of Organization, executed by the Managers and shall be filed with the Secretary of State of Florida.

11. **ADDITIONAL PROVISIONS.** The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as a part of these Articles of Organization:

(i) No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more

of the Managers and/or Members is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Managers and/or Members may have an interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested.

(ii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.

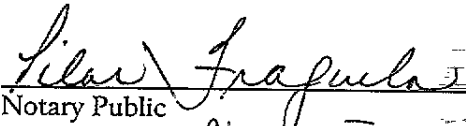
(iii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members.

Executed at Miami, Florida on the 29 day of March, 1999.

By: 
ALAN KIRZNER, Manager

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of March, 1999, by ALAN KIRZNER, the Manager of RUSHMORE INSURANCE SERVICES, L.L.C., a Florida Limited Liability Company, who is () personally known to me or () who has produced _____ as identification and who did take an oath.


Notary Public
Print Name: PILAR FRAGUELA
My Commission Expires: _____



PILAR FRAGUELA
My Comm. Exp. 2/09/2001
Bonded By Service Ins
No. CC614787
 Personally Known (1 Other I.D.)

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of RUSHMORE INSURANCE SERVICES, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneously designated as registered agent by the Manager of Rushmore Insurance Services, L.L.C.

Executed this 29 day of March, 1999.

By: 
JEROME T. PRICE, Registered Agent

FOR THE LIMITED LIABILITY COMPANY:

By: 
ALAN KIRZNER, Manager

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, on this day personally appeared ALAN KIRZNER, as Manager of RUSHMORE INSURANCE SERVICES, L.L.C., a Limited Liability Company ("Affiant") who, after being duly sworn upon oath states:

- 1. Attached hereto and made a part hereof as Exhibit "A" is a complete list of all members of said liability company together with the actual amount of cash contributions to the limited liability company made by each member.
- 2. To the best of my knowledge and belief the total agreed value of any property other than cash contributed totals zero dollars (\$0).
- 3. I attest that the total amount of cash to be contributed or property anticipated to be contributed by the members is One Thousand and 00/100 dollars (\$1,000.00).

FURTHER AFFIANT SAYETH NAUGHT.

RUSHMORE INSURANCE SERVICES, L.L.C.

By: *Alan Kirzner*
ALAN KIRZNER, as Manager

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of March, 1999, by ALAN KIRZNER, as Manager of RUSHMORE INSURANCE SERVICES, L.L.C., a Florida Limited Liability Company, who is () personally known to me or () who has produced a Florida Driver's License as identification and who did take an oath.

Pilar Fraguela
Notary Public
Print Name: PILAR FRAGUELA
My Commission Expires:

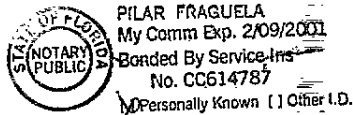


EXHIBIT "A"

MEMBERS AND CASH CONTRIBUTIONS

<u>Member Name</u>	<u>Cash Contribution</u>
Vincent Carrodegus	55.14
Zvi Gold	35.68
Michael B. Goldstein	197.61
Sanford B. Horwitz	136.71
Alan Kirzner	94.92
Howard B. Lucas	123.10
Jerome T. Price	145.00
J. Jerry Schechter	132.44
Jeffrey L. Weiss	39.70
Lawrence Elmer	<u>39.70</u>
Total	<u>\$1,000.00</u>