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January 25, 2000

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OF COUNSEL MALCOLM R. KIRSCHENBAUM SYDNEY L. JACKOWITZ

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Division of Corporations George Firestone Building 409 East Gaines Street Tallahassee, FL 32301

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To Whom It May Concern:

Enclosed for filing, please find a ARTICLES OF ORGANIZATION, an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS and a CERTIFICATE OF DESIGNATION OF REGISTERED AGENT, along with a check in the amount of \$ 155.00 for the applicable fees for filing and also fees for one CERTIFIED COPY for the following entity:

INDEPENDENT INSURANCE AGENTS CAPTIVE, LLC

Upon receipt, please "date stamp" the enclosed copy of Certificate of Limited Partnership and call Ann Cotroneo at 222-7717 when certificate is ready. Thank you for your assistance in this matter.

Very truly yours,

B. Plante

KBP/amc Enclosures GHRCORP/GHR2.25. MELBOURNE Stiglitz/60249-2 (407) 727 - 8100

ORLANDO (407) 843-8880

TALLAHASSEE (850) 222-7717

ARTICLES OF ORGANIZATION

OF

INDEPENDENT INSURANCE AGENTS CAPTIVE, LLC

The undersigned, desiring to form a Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company is:

INDEPENDENT INSURANCE AGENTS CAPTIVE, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1901 Lee Road Winter Park, FL 32789

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a Board of Managers, and the names and addresses of the initial Board of Managers are as follows:

James Breen 465 Chickee Court Lake Mary, FL 32746 Terry James 1831 S. Summerlin Avenue Orlando, FL 32806

B. Craig Sibley 2521 Deloraine Trail Maitland, FL 32751

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the member(s) of the Limited Liability Company to admit additional members and the terms and conditions of the admissions shall be established by the operating agreement of the Limited Liability Company.

ARTICLE VI - MEMBER RIGHTS TO CONTINUE THE BUSINESS

The right of the member(s) of the Limited Liability Company to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company shall be established by the operating agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of the $2\frac{7}{2}$ day of January, 2000.

en.Member ry James N lember B. Craig Sibley: Member

30 JAN 25 19 12:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

- 1. The name of the Limited Liability Company is: <u>INDEPENDENT INSURANCE AGENTS</u> <u>CAPTIVE, LLC</u>
- 2. The name and address of the registered agent and office is:

<u> </u>	
(P. O. BOX NOT ACCEPTABLE)	
Orlando, Florida 32801 (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.

Muleum By:

Michael E. Neukamm, Esq.



Filing Fee: \$35 for Designation of Registered Agent

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