

GRAY, HARRIS & ROBINSON

FAX (850) 222-3494

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SECRETARY OF STATE
TALLAHASSEE FL 32100 JAN 25 AM 11:25
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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

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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 27 day of January, 2000.


James Breen, Member


Terry James, Member


B. Craig Sibley, Member

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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: INDEPENDENT INSURANCE AGENTS CAPTIVE, LLC
2. The name and address of the registered agent and office is:

Michael E. Neukamm, Esq.
(NAME)

201 E. Pine Street, Suite 1200
(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.

By:

Michael E. Neukamm
Michael E. Neukamm, Esq.

January 24, 2000
(DATE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Filing Fee: \$35 for Designation of Registered Agent