

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L00000002508

CONTACT: CINDY HICKS

DATE: 3/6/00

REF. #: 0150-10911

CORP. NAME: G.B. Insurance Group, L.L.C.

700003157977--7
-03/06/00--01036--011
***155.00 ***155.00

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 MAR -6 PM 1:35
TALLAHASSEE, FL 32301

STATE FEES PREPAID WITH CHECK# 7184 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
00 MAR -6 AM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

9c

**ARTICLES OF ORGANIZATION
OF
G. B. INSURANCE GROUP, L.L.C.**

ARTICLE I - Name

The name of the Limited Liability Company is **G. B. INSURANCE GROUP, L.L.C.**
(the "Company").

ARTICLE II - Address

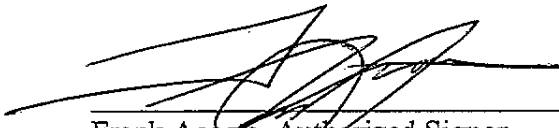
The mailing address and street address of the principal office of the Company is 3400
Coral Way, Suite 700, Miami, Florida 33145.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 1221 Brickell Avenue,
Miami, FL 33131 and the name of its initial registered agent at such office is Steven B. Lapidus,
Esq.

ARTICLE IV - Management

The Company is to be managed by one or more managers and is, therefore, a manager -
managed company.

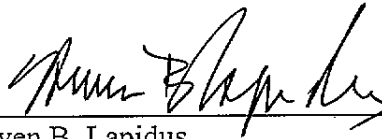


Frank Acosta, Authorized Signor
Date: February 29, 2000

FILED
MAR -6 PM 1:33
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **G. B. INSURANCE GROUP, L.L.C.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.



Steven B. Lapidus

Date: March 3, 2000

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

MIAMI/PRZESTRZELSKI/1114141/nv_d011.DOC/22194.010000

FILED
00 MAR -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA