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MJH

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November 28, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ATTORNEY BENEFIT PLANS LLC

Dear Sir or Madam:

I enclose Articles of Organization for the above named Limited Liability Company along with check for \$125 to cover the filing fee and designation of registered agent. Please forward a letter of acknowledgement to my attention.

Thank you.

Sincerely,



Martin H. Cohen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
ATTORNEY BENEFIT PLANS LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company (hereinafter "the Company") is ATTORNEY BENEFIT PLANS LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 8201 Peters Road, Suite 1000, Plantation, Florida 33324.

**ARTICLE III
Registered Agent and Office**

The name and Florida street address of the registered agent are:

Martin H. Cohen
8201 Peters Road
Suite 1000
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above named 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 as provided for Chapter 608, Florida Statutes.



Martin H. Cohen
Registered Agent

**ARTICLE IV
Management**

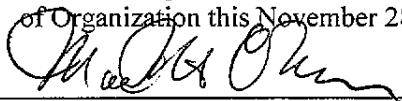
The Company is to be managed by one or more managers and is, therefore, a manager – managed company.

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ARTICLE V
Effective Date

These articles of organization shall become effective, and the Company's existence shall commence, at 12:01 a.m., Eastern Standard Time on January 1, 2001.

The undersigned, being the authorized representative of a member, hereby executes these Articles of Organization this November 28, 2000.

A handwritten signature in dark ink, appearing to read 'M H Cohen', is written over a horizontal line.

Martin H. Cohen

(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.)