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THORNTON, DAVIS & FEIN, P.A.

MARK D. BOHM  
BARRY L. DAVIS\*  
FREDERICK J. FEIN  
HOLLY S. HARVEY  
LISA BERLOW-LEHNER  
J. THOMPSON THORNTON†

ATTORNEYS AT LAW  
BRICKELL BAYVIEW CENTRE  
SUITE 2900  
80 SOUTHWEST 8TH STREET  
MIAMI, FLORIDA 33130

TELEPHONE (305) 446-2646  
FACSIMILE (305) 441-2374  
INTERNET tamargo@tdflaw.com

HELENEMARIE BLAKE  
DAVID A. DONET, JR.  
S. ANDREW FOSTER  
MANUEL A. GURDIAN  
DOUGLAS E. HORELICK  
PATRICIA A. LEID  
NISHAN C. MAHENDRAN  
TOM J. MANOS  
LARRY T. McMILLAN  
JUAN R. SERRANO

OFFICE ADMINISTRATOR  
GARY R. McVAY

\* BOARD CERTIFIED CIVIL TRIAL LAWYER  
† BOARD CERTIFIED AVIATION LAWYER

February 9, 2001

*Via Federal Express*  
*Airbill #8244 2440 2159*

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Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: INTERCONTINENTAL REINSURANCE UNDERWRITING  
MANAGERS & BROKERS, L.L.C.  
Our File Number: 02-470

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Organization, Designation of Registered Agent and Registered Office, and Affidavit of Membership Contributions of Limited Liability Company in regards to the above captioned corporation. Also enclosed is our firm's check numbered 12127, in the amount of \$160.00, representing filing fee of Articles of Organization (\$100.00), Registered Agent Designation (\$25.00), Certificate of Status (\$5.00), and a Certified Copy (\$30.00).

Upon filing of these articles, please forward the Certified Copy of the Articles to our office. Thank you for your kind attention to this matter.

Very truly yours,

*Kristhin R. Tamargo*  
KRISTHIN R. TAMARGO  
Legal Assistant

/krt  
enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
INTERCONTINENTAL REINSURANCE  
UNDERWRITING MANAGERS & BROKERS, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

**I. NAME.**

The name of this limited liability company is INTERCONTINENTAL REINSURANCE UNDERWRITING MANAGERS & BROKERS, L.L.C.

**II. DURATION.**

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of (all of) the remaining member(s).

**III. MAILING ADDRESS AND STREET ADDRESS.**

The Company's mailing address is 7801 Los Pinos Boulevard, Coral Gables, Florida 33143-6451. The Company's street address is 7801 Los Pinos Boulevard, Coral Gables, Florida 33143-6451.

**IV. REGISTERED AGENT AND OFFICE.**

The name of the initial registered agent of the Company is Helenemarie Blake. The street address of the initial registered agent of the Company is 2805 Freeman Street, Miami, Florida 33131.

**V. ADDITIONAL MEMBERS.**

Additional member(s) to the Company may be admitted, but only if (all of) the current member(s) agree(s) to the admissions of the additional member(s) and to the terms of admission.

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VI. TERMINATION OF MEMBERSHIP.

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s) may, by unanimous written agreement, continue the business of the Company.

VII. MANAGEMENT OF THE COMPANY.

The management of the limited liability company is reserved to the member(s). The following person(s) will initially be the managing member(s):

John H. Blake, President (CEO)/Director  
7801 Los Pinos Boulevard  
Coral Gables, FL 33143-6451

Carlos Ulloa, Director  
7801 Los Pinos Boulevard  
Coral Gables, FL 33143-6451

Julio Ulloa, Director  
7801 Los Pinos Boulevard  
Coral Gables, FL 33143-6451

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TALLAHASSEE, FLORIDA

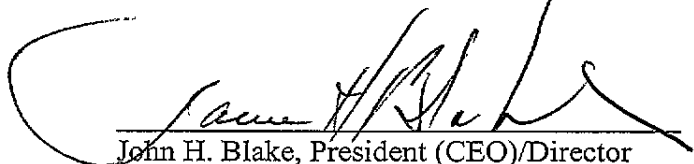
VIII. REGULATIONS.

A majority of the member(s) shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IX. DATE OF EXISTENCE OF THE COMPANY.

The existence of the Company shall commence on the date of the filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization as of February 8th, 2001.

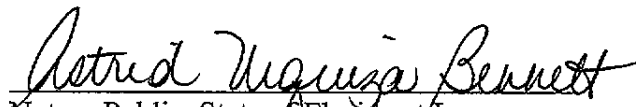
  
John H. Blake, President (CEO)/Director  
(Member/Authorized Representative of Member)

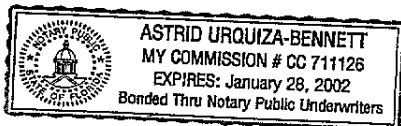
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, John H. Blake, known to me to be the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed such instrument for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of February, 2001.

My commission expires:

  
Notary Public, State of Florida at Large



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is INTERCONTINENTAL REINSURANCE  
UNDERWRITING MANAGERS & BROKERS, L.L.C.
2. The name and address of the registered agent and office is Helenemarie Blake, Esq.,  
2805 Freeman Street, Miami, Florida 33133.

Having been named as registered agent and to accept service of process for the above-stated corporation 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.

Dated: February 8, 2001.

  
Helenemarie Blake

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

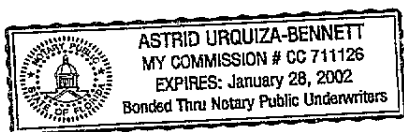
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Helenemarie Blake, personally known to me, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and  
County aforesaid this 8<sup>th</sup> day of February, 2001.

Astrid Urquiza Bennett  
Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA