SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW (A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (954) 467-8841
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March 13, 200

Registration Section Division of Corporations 409 East Gaines St. Tallahassee, FL 32399

100003854951--4 -03/15/01--01104--015 *****155.00 *****155.00

RE: Shay Insurance Services, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above referenced company and a check in the amount of \$155.00.

Please send the certified copy of the Articles of Organization and all other correspondence concerning this matter to the following address:

Susan Trujillo
Shutts & Bowen LLP
1500 Miami Center
210 South Biscayne Boulevard
Miami, FL 33131

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For further information concerning this matter, please call me at (305) 379-9185. Thank you very much.

Sincerely.

Susan Trujillo, Esq.

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AMSTERDAM

FORT LAUDERDALE

LONDON

MIAMI

ORLANDO

TALLAHASSEE

WEST PALM BEACH

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Limited Liability Company is:

Shay Insurance Services, LLC

ARTICLE II Address

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

1000 Brickell Avenue Suite 700 Miami, FL 33131

ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

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

Corporation Company of Miami 201 South Biscayne Boulevard 1500 Miami Center Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 in Chapter 608, F.S.

Corporation Company of Miami

By: Adrienne Swain Assistant Secretary

<u>ARTICLE IV</u> Management

(Check box if applicable)

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

(In accordance with section 608.408(3), F.S., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MEMBER:

Shay Investment Services, Inc.

Date: March 14, 2001

By: Robert Podraza

Title: Vice President

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