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LIMITED LIABILITY COMPANY

international benefit networks, llc

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Page Count	04
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
INTERNATIONAL BENEFIT NETWORKS, LLC
Under the Florida Limited Liability Company Act**

ARTICLE I

NAME

The name of the Limited Liability Company is INTERNATIONAL BENEFIT
NETWORKS, LLC (the "LLC").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the LLC is 5310 N.W.
33rd Avenue, Suite 109, Fort Lauderdale, Florida 33309.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the LLC's initial Registered Agent in Florida is
JEFFREY J. NEEDLE located at 5310 N.W. 33rd Avenue, Suite 109, Fort Lauderdale,
Florida 33309.

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ARTICLE IV

MANAGEMENT

The LLC is to be a member-managed limited liability company.

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ARTICLE V
ADMISSION OF NEW MEMBERS

Members of the LLC have the right to admit new members upon the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI
LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the LLC shall be an agent of the LLC solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the LLC solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on October 4, 2001.

By: _____

Name:

JEFFREY J. NEEDLE

Title:

Member

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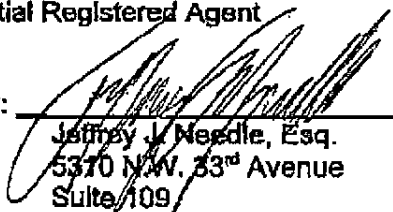
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for INTERNATIONAL BENEFIT NETWORKS, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Initial Registered Agent

Dated: October 4, 2001

By:


 Jeffrey J. Needle, Esq.
 5370 N.W. 33rd Avenue
 Suite 109
 Fort Lauderdale, Florida 33309

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