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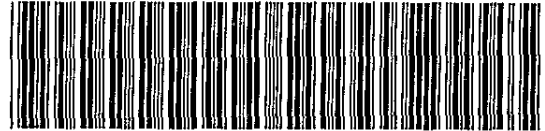
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TALLAHASSEE, FLORIDA

12/19/02--01063--001 **125.00

M. Theresa Baker
Attorney At Law

628 S.E. 17th Street
Ocala, Florida 34471

Telephone: (352) 732-3090
Facsimile: (352) 732-6858

December 18, 2002

Registration Section
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

UPS No. 1Z F62 23V 22 1000 137 5

Re: BMV Insurance Group, L.L.C.
Our File No. 1202-3266

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Ladies and Gentlemen:

Enclosed are the following:

1. Original and one copy of Articles of Organization of BMV Insurance Group, L.L.C.;
2. Check number 1961 in the amount of One Hundred Twenty-five Dollars (\$125.00) payable to the Department of State for payment of the filing of the Articles of Organization; and
3. A self-addressed prepaid UPS envelope for return of a file-stamped copy of the Articles.

If you have any questions or need any additional information, please contact us.

Sincerely,


Juanita M. Applegate
Paralegal

Enclosures

cc: John M. McDonald

F:\Corporate\McDonald\ltr to dept of state.wpd

**ARTICLES OF ORGANIZATION
OF
BMV INSURANCE GROUP, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a limited liability company under Chapter 608, Florida Statutes providing for the formation, rights, powers, privileges and immunities of limited liability companies; and furthermore, declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be **BMV Insurance Group, L.L.C.**
(Company).

ARTICLE II

Principal Place of Business

The principal place of business of the Company shall be 420 S.E. 8th Street, Ocala, Florida 34471. The mailing address for the Company shall be 420 S.E. 8th Street, Ocala, Florida 34471.

ARTICLE III

Duration

This limited liability company shall have perpetual existence unless or until dissolved in a manner provided by law or as provided in the Company's Operating Agreement.

ARTICLE IV

Registered Office and Agent

The name and street address of the Registered Agent of the Company in the State of Florida shall be M. Theresa Baker, Esq., 628 S.E. 17th Street. Ocala, Florida 34471.

ARTICLE V

Purposes and Powers

This limited liability company is organized to engage in any and all activity or business authorized under the Florida Statutes. Specifically, this limited liability company is organized to receive and transmit proposals for surety bonds, and contracts of insurance, including all types of general, life, accident and health insurance, and other insurance related services.

ARTICLE VI

Members

The initial members of this Company shall be John W. Brantley, Linda C. VanAllen, and John M. McDonald. No additional members shall be admitted except with the unanimous written consent of all existing members and on such terms and conditions as shall be determined by all existing members.

ARTICLE VII

Transferability of Memberships

No members' interest may be transferred in whole or in part, directly or indirectly, except pursuant to the terms and conditions of the Operating Agreement.

ARTICLE VIII

Management of Business

This Company is to be managed by one or more managers and is therefore a manager-managed company, elected as provided in the Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE IX

Termination of Existence

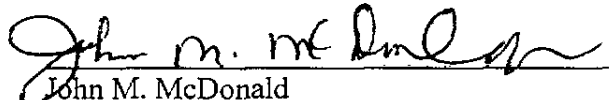
The Company may be dissolved as provided by law or in the Company's Operating Agreement.

ARTICLE X

Liability of Members and Managers

Neither the members of this limited liability company nor the managers of this limited liability company are liable, solely by reason of being a member or serving as a manger, under a judgment, decree, or order of the Court, or in any other manner, for a debt, obligation, or liability of the limited liability company. The limited liability company shall, pursuant to the terms and conditions of its Operating Agreement, provide for the indemnification of its members and managers.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ocala, Florida, this 18th day of December, 2002.


John M. McDonald
Member

STATE OF FLORIDA

COUNT Y OF MARION

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared John M. McDonald, to me known to be the person described herein and who produced Florida Driver's License No. M235-473-51-310-0 as identification, executed the foregoing Articles of Organization, and he acknowledged before me that he subscribed

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TALLAHASSEE, FLORIDA

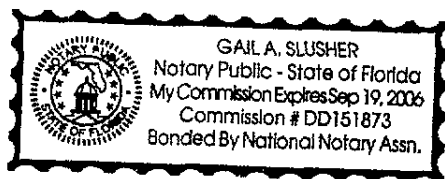
to these Articles of Organization and who did take an oath.

FILED

WITNESS my hand and official seal this 18th day of December, 2002. 02 DEC 19 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTARY PUBLIC:



Sign: Gail A. Slusher
Print: Gail A. Slusher
State of Florida at Large
Commission Expires: Sept. 19, 2006

CERTIFICATE OF REGISTERED AGENT-REGISTERED OFFICE OF
BMV INSURANCE GROUP, L.L.C.

FILED

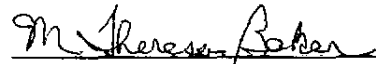
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Pursuant to the provisions of Section 608.415 Florida Statutes and Section 608.407(1)(b) Florida Statutes, the limited liability company identified below submits the following statement in designating its Registered Office and Registered Agent in the State of Florida.

The name of the limited liability company is: BMV Insurance Group, L.L.C.

The name of the Registered Agent for BMV Insurance Group, L.L.C. is M. Theresa Baker, Esq., and the street address where she is located is 628 S.E. 17th Street, Ocala, Florida 34471.

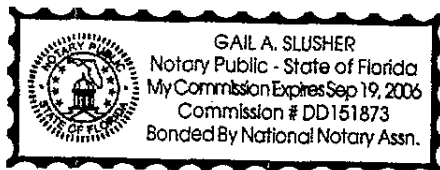
This statement is to acknowledge that, as indicated above, BMV Insurance Group, L.L.C. has appointed me, M. Theresa Baker, Esq., as its Registered Agent to accept service of process for the company at the place designated above in this Certificate. I accept this appointment as Registered Agent and agree 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.




M. Theresa Baker, Esq.,
as Registered Agent for
BMV Insurance Group, L.L.C.

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 18th day of December, 2002, by M. Theresa Baker, Esq., Agent on behalf of BMV Insurance Group, L.L.C., a Florida Limited Liability Company. M. Theresa Baker, Esq. is personally known to me and did not take an oath.



NOTARY PUBLIC:

Sign: 
Print: Gail A. Slusher
State of Florida at Large
Commission Expires: 09/19/06