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Division of Corporations
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LIMITED LIABILITY COMPANY

Sky King, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
SKY KING, L.L.C.**

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

ARTICLE I - NAME

The name of this limited liability company is **SKY KING, L.L.C.** ("Company").

ARTICLE II - DURATION

The existence of this limited liability Company shall commence upon the filing of these Articles with the Florida Department of State and shall have a perpetual existence or be dissolved upon the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members of the limited liability Company.

ARTICLE III - PURPOSE

This limited liability Company is organized as a managed general insurance agency and for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The address of the place of business and the mailing address of the Company is P.O. Box 1369, Windermere, FL, 34786 and the name and address of the initial registered agent of the Company is **Maurice Shams**, 111 N. Orange Ave., Suite 1200, Orlando, FL 32801.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company by the members or from other sources upon agreement of all members.

ARTICLE VII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the

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Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE VIII - MANAGEMENT AND INITIAL MEMBER OF THE COMPANY

The Company shall be managed by Frank A. Buonauro, Jr., who shall serve as manager pursuant to agreement of the member(s), until and unless otherwise determined by the member(s) of the Company at any meeting or pursuant to any written action of the member(s) or until his successor is elected and qualified to act in such capacity. The Initial Member of the Company is Frank A. Buonauro, Jr.

ARTICLE IX - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE X - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability Company expires;
- b. By the unanimous written agreement of all members.

ARTICLE XI - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his or her membership interest or any portion thereof without the prior written consent of all other members of the Company.

ARTICLE XII - AMENDMENT

This limited liability Company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

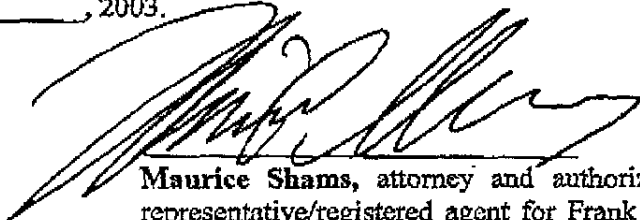
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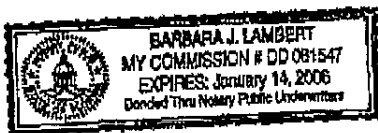
IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of 23rd day of April, 2003.

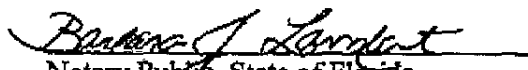


Maurice Shams, attorney and authorized representative/registered agent for Frank A. Buonauro, Jr., Manager

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 23rd day of April, 2003, by Maurice Shams, who is personally known to me or who produced as identification.




Notary Public, State of Florida
My Commission Expires:

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