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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT M. BULFIN, P.A.

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2826 EAST OAKLAND PARK BOULEVARD

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ROBERT M. BULFIN

MAILING ADDRESS

P.O. BOX 24802

FORT LAUDERDALE, FLORIDA 33307

Via Airborne Express
June 19, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization of
American Family Benefits Plus, LLC

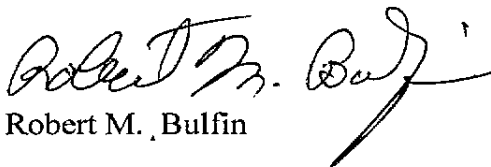
Dear Sir or Madame:

Enclosed please find my check no. 4806 in the amount of \$125.00 for payment of the filing fees for Articles of Organization (\$100.00) and for Designation of Registered Agent (\$25.00) for the above newly proposed limited liability company.

Also please find an original and a copy of the Articles of Organization and Acceptance of Registered Agent. Please file the Articles of Organization, issue your Certificate of Organization, and return the original Certificate of Organization and a conformed copy of the Articles of Organization to me.

Thank you for your consideration in this matter.

Very truly yours,


Robert M. Bulfin

RMB/bs
Enclosure

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is:

AMERICAN FAMILY BENEFITS PLUS, LLC

ARTICLE II – Address:

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

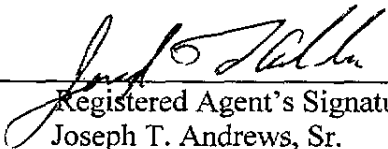
132 43rd Avenue, S.W.
Vero Beach, FL 32968

ARTICLE III – Registered Agent, Registered Office, & Registered Signature:

The name and street address, of the registered agent and registered office in the state of Florida are:

Joseph T. Andrews, Sr.
132 43rd Avenue, S. W.
Vero Beach, FL 32968

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



Registered Agent's Signature
Joseph T. Andrews, Sr.

ARTICLE IV – Management and Powers

This business of this company shall be managed under the direction of one or more Managers. All powers of this Company shall be exercised only by or under the authority of such Managers, except as otherwise provided by law these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a Manager, at the pleasure of the Members, until the first annual meeting of Members:

Name:

Address:

Joseph M. Kearn:

6550 N. Federal Highway
Suite 300
Fort Lauderdale, FL 33308

original

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TALLAHASSEE, FLORIDA

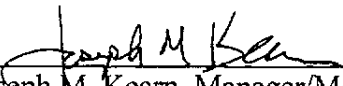
Joseph T. Andrews, Sr.:

132 43rd Avenue, S. W.
Vero Beach, FL 32968

Mark W. Spradling:

132 43rd Avenue, S. W.
Vero Beach, FL 32968

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



Joseph M. Kearns, Manager/Member
Dated May ~~July 19~~ 2003
(June 19)

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CLERK OF CIRCUIT
TALLAHASSEE, FLORIDA