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February 20, 2004

Via UPS Overnight Delivery

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: AEL OF FLORIDA, LLC
Our File No.: 04-035

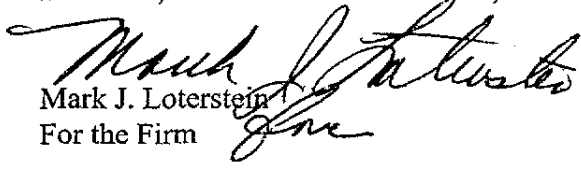
To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida limited liability company, please find for filing with your office an original and one (1) copy of the Articles of Organization. In addition we have enclosed our check in the amount of \$125.00 representing the requisite filing fee. Kindly return a certified copy of the Articles of Organization in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MUCCI & ASSOCIATES, LLP


Mark J. Loterstein
For the Firm

MJL/fmc
enclosures
cc: John Ruffin
Al Woodman
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ARTICLES OF ORGANIZATION
of
AEL OF FLORIDA, LLC

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute Chapter 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

ARTICLE 1: NAME

The name of the Limited Liability Company ("Company") shall be **AEL OF FLORIDA, LLC**

ARTICLE 2: PURPOSE

The Company may engage in any lawful business not prohibited by statute or law.

ARTICLE 3: REGISTERED AGENT

The name and address of the initial Registered Agent is **Mark J. Loterstein, Esq.**, c/o Benson, Mucci & Associates, LLP, One Financial Plaza, Suite 1600, Ft. Lauderdale, FL 33394

ARTICLE 4: PRINCIPAL OFFICE

The mailing address of the principal office is 3133 N. University Drive, Coral Springs, FL 33065

ARTICLE 5: MANAGEMENT

The Company shall be managed by its Members.

ARTICLE 6: DURATION

The Company's existence shall be perpetual unless terminated by the written agreement of all the members or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the Company is continued by the consent of all of the remaining members.

ARTICLE 7: POWERS

The Company shall have and exercise all the powers authorized by law or statute.

ARTICLE 8: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the Company unless a Member agrees in writing to be liable.

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ARTICLE 9: ADDITIONAL MEMBERS

The Company may admit additional members at any time and in any manner by the unanimous written consent of all of the Members.

ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these Articles of Organization shall be vested in the Members. The Articles of Organization may be amended at any time and in any manner by the written consent of a majority of Members.

ARTICLE 11: INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

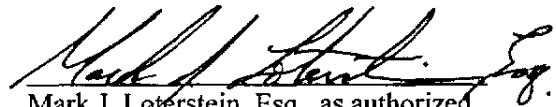
ARTICLE 12: CERTIFICATES

The Company has the authority and shall issue Certificates of Membership to each Member evidencing that Member's interest in the Company. Certificates of Membership shall be signed by an officer of the Company.

ARTICLE 13: TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of the Company may be transferred to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferor Member otherwise would be entitled.

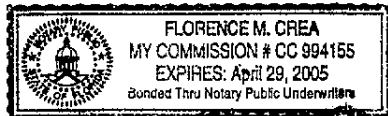
Dated this 20TH day of February, 2004.


Mark J. Loterstein, Esq., as authorized
representative for the Members

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared **Mark J. Loterstein, Esq.** who is to me well known to be the person described in and who subscribed to the above Articles of Organization, as the authorized agent of the Members, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 20TH day of February, 2004.



Florence M. Crea
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated: this 20TH day of February, 2004.

Mark J. Loterstein, Esq.
Mark J. Loterstein, Esq.

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared **Mark J. Loterstein, Esq.** who is to me well known to be the person described in and who subscribed to the above Articles of Organization, as Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 20TH day of February, 2004.

Florence M. Crea
Notary Public, State of Florida
My Commission Expires:

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