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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Dawson Benefit Solutions of Florida, LLC

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ARTICLES OF ORGANIZATION

OF

DAWSON BENEFIT SOLUTIONS OF FLORIDA, LLC

The undersigned authorized agent of the Member of the limited liability company hereby certifies that the Member(s) have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be DAWSON BENEFIT SOLUTIONS OF FLORIDA, LLC (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be: 6609 Willow Park Drive, Naples, FL 34109.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: D. Michael Sherman, 6609 Willow Park Drive, Naples, Florida 34109.

ARTICLE IV

COMMENCEMENT

The effective time and date the Company shall commence its existence shall be 8:00 A.M., January 3, 2005.

ARTICLE V

MANAGEMENT

The Company shall be manager managed.

QBNAP448809.1

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EFFECTIVE DATE

1/3/05

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS **DAWSON BENEFIT SOLUTIONS OF FLORIDA, LLC.**

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY D. MICHAEL SHERMAN, AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS: 6609 WILLOW PARK DRIVE, NAPLES, FLORIDA 34109.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of DAWSON BENEFIT SOLUTIONS OF FLORIDA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: December 29, 2004


D. Michael Sherman

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Executed by the undersigned at Naples, Florida on the 29th day of December, 2004.



D. Michael Sherman
Authorized Representative

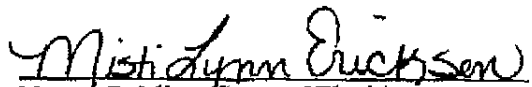
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME the undersigned authority, this 29th day of December 2004, personally appeared D. Michael Sherman, who is personally known to me.

(SEAL)



Misti Lynn Erickson
My Commission DD061827
Expires July 09, 2008



Notary Public - State of Florida

Printed Name: MISTI LYNN ERICKSEN

My commission expires:

July 9, 2008

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