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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

phoenix insurance underwriters, l.l.c.

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ARTICLES OF ORGANIZATION OF

5

PHOENIX INSURANCE UNDERWRITERS, L.L.C.

a Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I NAME

The name of the limited liability company shall be PHOENIX INSURANCE UNDERWRITERS, L.L.C. (the "Company").

ARTICLE II STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company shall be located at 101 Almeria Avenue, Coral Gables, Florida 33134, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III MAILING ADDRESS

The mailing address for the Company shall be 101 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE IV INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 101 Almeria Avenue, Coral Gables, Florida 33134 and the name of the Company's initial Registered Agent for service of process in the State of Florida, at that address is Hilda Guzman.

ARTICLE V PURPOSES AND POWERS

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any

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Phoenix Insurance Underwriters, L.L.C.

State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

ARTICLE VI DURATION

The term and duration of the Company shall be perpetual, unless terminated in accordance with the operating agreement adopted by the Company (the "Operating Agreement") of the Company or otherwise terminated in accordance with law.

ARTICLE VII AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members.

ARTICLE VIII AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all members of the Company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE IX INDEMNIFICATION

This Limited Liability Company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

ARTICLE X MEMBERS

The Company shall have one or more members (the "Members").

ARTICLE XI MANAGEMENT

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by the Members in accordance with the Operating Agreement. Accordingly, this Company shall be a member-managed limited liability company.

**ARTICLE XII
EXECUTION**

The undersigned initial and organizing Member of the Company hereby certifies that the foregoing constitutes the Articles of Organization of Phoenix Insurance Underwriters, LLC.


IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, I have executed these Articles of Organization this ___ day of June, 2005.


By: Hilda Guzman
As: Organizer & Initial Member

STATE OF FLORIDA)
COUNTY OF DADE) SS.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Hilda Guzman known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that she executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this June 13, 2005.



NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

These Articles were prepared by:
J. Luis Quintana, Esq.
Quintana & Associates, P.A.
338 Minorca Avenue
Coral Gables, Florida 33134
(Fla. Bar No. 768987)



[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 herein are true]

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Phoenix Insurance Underwriters, L.L.C.

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REGISTERED AGENT ACKNOWLEDGEMENT

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

By: Hilda Guzman V.P.
Hilda Guzman

(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 herein are true).

HUSUW1402107