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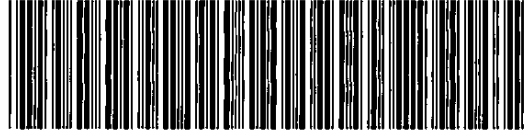
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LOT-96099
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**ARTICLES OF ORGANIZATION
OF**

BIG BEAR INSURANCE OF NORTH FLORIDA, LLC

ARTICLE I – NAME

The name of the “Company” shall be **BIG BEAR INSURANCE OF NORTH FLORIDA, LLC**.

ARTICLE II – DURATION

The duration of the Company shall be perpetual, unless earlier terminated by the Company or under other provisions of these articles.

ARTICLE III – PURPOSE

The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV – PRINCIPAL ADDRESS

The principal address of the Company shall be 903 North Monroe Street, Tallahassee, Florida 32303.

ARTICLE V – REGISTERED AGENT - COMPANY ATTORNEY

The registered agent of the Company shall be Earl K. Ossorio, Jr., who shall serve at the pleasure of the members. The address of the office of the registered agent is 903 North Monroe Street, Tallahassee, Florida 32303.

ARTICLE VI – MEMBERS

The initial sole member of the Company is Earl K. Ossorio, Jr..

Members may not convey, assign, grant a security interest, lien, or other encumbrance, or in any way alienate or hypothecate their membership or interest in the Company except with the unanimous consent of all members. Upon such an event the member so alienating or hypothecating their interest shall not be entitled to exercise the rights of a member except those expressly granted by Chapter 608, Florida Statutes which may not be waived by agreement or the Articles of Organization.

ARTICLE VII – CAPITAL CONTRIBUTIONS

The initial contribution of capital by members has previously been made with Earl K. Ossorio, Jr. contributing 100 percent (100%) thereof.

Additional contributions to capital shall be made by members as required for investment or operating capital in such sums from each member as will preserve the relative interest of that Member. In the event any member is unable to pay the additional contribution to capital, that member’s interest in the Company shall be accordingly reduced and the new relative interests of the members noted on the books of the Company. Such additional contributions to capital shall be approved by a majority vote of the members.

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ARTICLE VIII – LOANS TO COMPANY

Any member may make a loan to the Company at the request of the Company if the loan and its terms are approved by a majority vote of the members and the loan is memorialized by a note signed by the managing member. If the loan is not repaid according to its terms, the loaning member may demand that the loan and accrued interest be converted to a contribution to capital. Such demand will be deemed a call for contributions to capital duly approved under Article VII and the other members may, but are not required to, make a contribution to capital in an equal amount to preserve their respective interests in the Company.

All loans to the Company by third parties must be approved by a majority vote of the members memorialized in a resolution authorizing such loan and its terms.

ARTICLE IX – VOTING

On all Company business requiring a vote of the members, the members shall each have a vote proportional to their interest in the Company. Joint tenant members shall vote as one member and both joint tenants must agree to cast a valid vote. In all circumstances in which a vote of the members is allowed or required, the members shall vote by percentages. Each member shall be entitled to a vote equal to that member's paid in contributions to capital divided by the total of paid in contributions to capital made by all members.

In the event of a tied vote, the Company attorney shall be entitled, and shall be called upon by the members to cast a deciding vote after being fully advised in the premises. The attorney shall cast the deciding vote with due consideration for the best interests of the Company. The Company Attorney shall not be held liable by any member for his deciding vote except in a clear and convincing case of fraud or collusion.

ARTICLE X – MANAGEMENT

The Company is to be managed by its initial managing member Earl K. Ossorio, Jr., who shall serve until the additional managers of the Company are elected at which time the Company shall be managed by a board of its then managers.

The Manager(s) shall be elected annually by the members of the Company after due notice and shall serve until the next annual election or until recalled by majority vote of the members. The initial Manager(s) shall have full authority to carry out the responsibilities of the company. At such time as there are additional members, the company shall develop an Operating Agreement and the managers shall have the authority and responsibilities delegated to them by the members under the Operating Agreement of the Company.

ARTICLE XI – ADMISSION OF NEW MEMBERS

The Company shall have the right to admit new members. New members may be admitted only by the unanimous vote of the members and only upon a written resolution adopted by the existing members which sets forth: (A) the contribution to capital of the new members, (B) the interest in the Company acquired by the new members, and (C) states the resulting respective interests of all members including the new members. The resolution will be entered into the books of the Company when approved and subscribed by both the existing members and new members. The resolution shall be effective only upon actual receipt by the Company of the contribution to capital of the new member.

ARTICLE XII – DISSOLUTION

The Company, acting through its members may dissolve the Company in accordance with Chapter 608, Florida Statutes. The occurrence of the following events shall cause the involuntary dissolution of the Company:

A. The death or adjudicated incapacity of a member, unless all members consent to the personal representative of the estate or court appointed guardian exercising the rights of the deceased or incapacitated member and in such event, only for a period not exceeding one year after the death or adjudicated incapacity of a member.

B. The bankruptcy of a member or levy by execution on the interest of a member in the Company, unless all members consent to: the Bankruptcy Trustee; the Debtor in Possession; or purchaser at execution on the member's interest; exercising the rights of the member in bankruptcy or under the levy of execution.

C. The expulsion of a member by the unanimous vote of all members except the one expelled, the dissolution of a non-natural business entity who is a member, or the resignation of any member.

In the event of an involuntary dissolution under paragraphs A, B, or C, the remaining members may elect to continue the Company by purchasing the interest of the member whose status causes the involuntary dissolution at a valuation determined in the following manner:

The fair market value of the assets of the Company determined as of the date of the event of the involuntary dissolution in accordance with generally accepted accounting principles as generally and consistently applied, less the net present value of all Company liabilities, multiplied by percentage interest of the member whose status causes the involuntary dissolution, less any approved but unpaid contributions to capital of that member whose status causes the involuntary dissolution to the extent that other members have paid the approved contribution to capital, less the cost of the valuation multiplied by the percentage interest of the member whose status causes the involuntary dissolution.

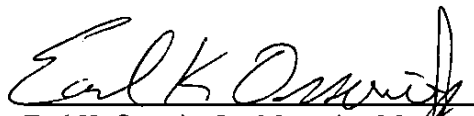
The valuation will be made by the Certified Public Accountant normally used by the Company who may employ such valuation experts as are reasonably necessary to make the valuation of the assets of the Company. The valuation of the CPA shall be final.

ARTICLE XIII – AMENDMENT

The power to adopt, alter, amend, or repeal these Articles or a successor Operating Agreement for the Company is vested exclusively in the member(s).

IN WITNESS WHEREOF, for the purposes previously set forth, the undersigned has executed these Articles of Organization of Big Bear Insurance of North Florida, LLC, at Tallahassee, Leon County, Florida, on this 20th day of September 2007.

THE UNDERSIGNED MEMBER OF BIG BEAR INSURANCE OF NORTH FLORIDA, LLC hereby adopts and affirms the Articles of Organization of BIG BEAR INSURANCE OF NORTH FLORIDA, LLC and adopts and ratifies all acts of the Company Manager occurring between September 1, 2007 and the date of the execution of these Articles of Organization.


Earl K. Ossorio, Jr., Managing Member