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Kevin, Lewis, Restani & Stettin, P.A.

South of Dimes on Sixty-Third Avenue
ATTORNEYS AT LAW

MIAMI OFFICE
7325 S.W. 63rd Avenue
Suite 201
Miami, Florida 33143
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LAWRENCE P. KUVIN
R. FRED LEWIS
PETER R. RESTANI
ERIC L. STETTIN

FT. LAUDERDALE OFFICE
888 East Las Olas Blvd.
Suite 710
Ft. Lauderdale, Fl. 33301
Telephone: (954) 462-1809
Facsimile: (954) 462-1830

Please Reply To: Miami Office

June 3, 1996

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

600001877366
-06/27/96--01010--001
****215.00 ****215.00

Re: DeWitt Stern Crow, L.C.

600001877366
-06/27/96--01010--002
****122.50 ****122.50

Gentlemen:

In connection with the incorporation of DeWitt Stern Crow, L.C., enclosed please find the original and one copy of Articles of Incorporation, Affidavit of Members and Contributions of DeWitt Stern Crow, L.C., Certificate Designating Resident Agent, and payment in the amount of \$122.50 to cover the following fees:

- | | |
|---------------------------------|----------|
| 1. Filing fee | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified copy | 52.50 |

Please file the original Articles of Incorporation and certificate designating registered agent, and return the certified copy to me at your earliest convenience.

*Called 6-11-96
Additional Money*

Very truly yours,

[Signature]
R. Fred Lewis

RFL/ksw
encls.

*Dmc
6-11-96*

*285.00-F.F.
52.50-C.C.
337.50*

95 JUN 21 PM 3:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kuvin, Lewis, Restani & Stettin, P.A.

South of Sunset on Fifty-Third Avenue

ATTORNEYS AT LAW

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888 East Las Olas Blvd.
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Telephone: (954) 462-1809
Facsimile: (954) 462-1830

Please Reply To: Miami Office

June 17, 1996

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Re: DeWitt Stern Crow, L.C.

To Whom It May Concern:

In connection with the incorporation of DeWitt Stern Crow, L.C., enclosed please find our firm check in the additional amount of \$215. We have previously forwarded the original and one copy of Articles of Incorporation, Affidavit of Members and Contributions of DeWitt Stern Crow, L.C., Certificate Designating Resident Agent, and payment in the amount of \$122.50 to cover the following fees:

- | | |
|---------------------------------|----------|
| 1. Filing fee | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified copy | 52.50 |

Please file the original Articles of Incorporation and certificate designating registered agent, and return the certified copy to me at your earliest convenience.

Very truly yours,



R. Fred Lewis

RFL/ksw
encls.

**ARTICLES OF ORGANIZATION OF
DeWITT STERN CROW, L.C.**

We, the undersigned, who intend to form and create a limited liability company, as defined in Chapter 608 of the Statutes of the State of Florida, competent to contract, do hereby form a limited liability company under the laws of the State of Florida, and do hereby state and certify the following:

ARTICLE I

NAME: The name of this limited liability company shall be DeWITT STERN CROW, L.C.

ARTICLE II

COMPANY OFFICE -- REGISTERED OFFICE: The address of this limited liability company and its principal office in this state is 42104 Fisher Island Drive, Fisher Island, Florida 33109. The foregoing shall constitute the mailing address and the street address of the principal office of this limited liability company.

ARTICLE III

DURATION OF COMPANY -- TERM OF EXISTENCE: This limited liability company shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

NATURE OF BUSINESS - PURPOSE OF COMPANY: The general nature of the business to be transacted by this limited liability company and the purpose for which the limited liability company is formed is to engage in lawful acts or

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

activities for which limited liability companies may be formed under Chapter 608 of the statutes of the State of Florida. The limited liability company shall not engage in business activities prohibited by any statutes in the State of Florida. The business to be transacted shall include but is not limited to, sales, servicing, and consultations concerning insurance related matters, but shall not include operations as an insurance company.

ARTICLE V

INITIAL REGISTERED AGENT: The name and street address of the initial registered agent in the state of Florida who shall be located at the corporation's registered office is:

Barry W. Mac Ewan
42104 Fisher Island Drive
Fisher Island, Florida 33109

ARTICLE VI

UNITS OF OWNERSHIP: The maximum number of units of equity ownership which this limited liability company is authorized to have outstanding is 100 units.

ARTICLE VII

ADDITIONAL MEMBERS: There shall be no additional members admitted to this limited liability company without and except upon the unanimous consent of all existing members of the limited liability company.

ARTICLE VIII

CONTINUATION OF BUSINESS: The remaining members of this limited liability company shall have the right to continue

the business of this limited liability company upon and after the occurrence of any event of any kind or nature whatsoever which terminates the continued membership of a member in the limited liability company.

Article IX

MANAGEMENT OF COMPANY: The management of this limited liability company is and shall be reserved to the members, and the names and addresses of the managing members are as follow:

Barry W. Mac Ewan
LWC HOLDING CORP.
770 South Dixie Highway
Second Floor
Coral Gables, FL 33146

Jolyon Stern
J. FOX STERN ENTERPRISES, INC.
c/o DeWITT STERN GROUP, INC.
420 Lexington Avenue
Suite 2720
New York, NY 10170

ARTICLE X

COMPANY POWERS: This limited liability company shall, unless otherwise provided by law or these Articles of Organization, have power to:

1. sue or be sued and appear and defend in all actions and proceedings in the name of the limited liability company;

2. purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, or any legal or equitable property, wherever located;

3. sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or

otherwise dispose of, all or any part of the property or assets of the limited liability company;

4. make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of business of the contracting company;

5. lend money, invest, or reinvest its funds, or receive and hold real or personal property as security for repayment;

6. conduct its business, locate offices, and exercise the powers granted by the laws of the State of Florida, or any other state with regard to the business activities of a limited liability company;

7. elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit;

8. make and amend its regulations, not inconsistent with the articles of organization or with the laws of any state, for the administration and regulation of the affairs of this limited liability company;

9. make donations to the public welfare or for charitable, scientific, or educational purposes;

10. indemnify a member or manager or any other person as provided under the laws of the State of Florida against expenses actually and reasonably incurred by him or it in connection with the defense of

an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party;

11. cease activities and surrender the certificate of organization pursuant to which this limited liability company operates;

12. have and exercise all powers necessary or convenient to effect any or all of the purposes for which this limited liability company has been organized;

13. transact any lawful business that will aid any governmental policy;

14. pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any and all of its managers and employees;

15. be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity;

16. make payments or donations or do any other act not inconsistent with applicable law that furthers the business and affairs of this limited liability company.

ARTICLE XI

EXECUTION OF ARTICLES: The name and address of the member that is executing these articles of incorporation is:

LWC HOLDING CORP., 770 South Dixie Highway, Second Floor,
Coral Gables, FL 33146.

[Signature]
Witness

LWC HOLDING CORP.
a Florida corporation

[Signature]
Witness

By: [Signature]
President

Secretary: [Signature]

Corporate Seal:

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared Gary M. Gregory, as President of LWC HOLDING CORP., and Otmara Linares, as Secretary of LWC HOLDING CORP., to me known and known to me to be the persons described as executing the foregoing Articles of Organization and acknowledged to and before me that they subscribed to those Articles of Organization, and under the penalties of perjury that the facts stated in the Articles of Incorporation are true.

Witnesseth my hand and official seal in the county and state above named this 30th day of May, 1996.
My commission expires:



(print or type name)

Having been named as Registered Agent for this limited liability company I do hereby accept the appointment as Registered Agent and I am familiar with and accept the obligations of the position of being Registered Agent under the laws of the State of Florida. I do agree to act in the capacity of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such obligations.

DATED: 5/25/96

Barry W. MacEwan
BARRY W. MAC EWAN

AFFIDAVIT OF MEMBERS AND CONTRIBUTIONS
OF DeWITT STERN CROW, L.C.

FILED

96 JUN 21 PM 4:00

BEFORE ME, the undersigned authority, personally, STATE
TALLAHASSEE, FLORIDA
appeared Jolyon Stern, as President and Designated
Representative of J. Fox Stern Enterprises, Inc., a New York
corporation, and Gary M. Gregory, as President of LWC Holding
Corp., a Florida corporation, and such individuals do hereby
make this Affidavit and declaration pursuant to Florida
Statutes Section 608.407(2), and declare as follows:

1. DeWITT STERN CROW, L.C., a limited liability
company as defined in Chapter 608 of the statutes of the
State of Florida, has at least two members, which are the
following:

- (a) LWC Holding Corp.,
a Florida corporation
770 South Dixie Highway
Second Floor
Coral Gables, FL 33146
- (b) J. Fox Stern Enterprises, Inc.,
a New York corporation
420 Lexington Avenue
Suite 2720
New York, NY 10170

2. LWC Holding Corp. is contributing cash and business
property, furniture and fixtures, along with customers,
customer lists, accounts, files, expirations, business lists,
and other miscellaneous business assets having an agreed
value of \$25,000.

3. J. Fox Stern Enterprises, Inc. is contributing cash
and business property, furniture and fixtures, along with
customers, customer lists, accounts, files, expirations,
business lists, and other miscellaneous business assets

having an agreed value of \$25,000.

4. The total cash and assets contributed by the members are in the total aggregate amount of \$50,000.

5. This affidavit is made for the specific purpose of complying with the requirements of Florida Statutes Section 608.407(2) to declare membership and property contributed to the limited liability company.

LWC HOLDING CORP.

By: [Signature]
Gary M. Gregory, President

J. Fox Stern Enterprises, Inc.

By: [Signature]
Jolyon Stern, President

STATE OF FLORIDA
COUNTY OF DADE

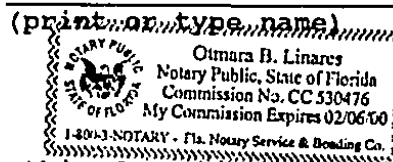
I HEREBY CERTIFY that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared Gary M. Gregory, as President of LWC HOLDING CORP., to me known and known to me to be the person described as executing the foregoing Affidavit and acknowledged to and before me that he subscribed to said document, and under the penalties of perjury that the facts stated therein are true.

Witnesseth my hand and official seal in the county and state above named this 30 day of May, 1996

[Signature]
Notary Public
State of Florida at Large

My commission expires:

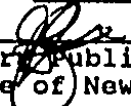
STATE OF NEW YORK
COUNTY OF New York



I HEREBY CERTIFY that on this day, before me, a notary public, duly authorized in the state and county named above

to take acknowledgments, personally appeared Jolyon Stern, as President of J. FOX STERN ENTERPRISES, INC., to me known and known to me to be the person described as executing the foregoing Affidavit and acknowledged to and before me that he subscribed to said document, and under the penalties of perjury that the facts stated therein are true.

Witnesseth my hand and official seal in the county and state above named this 20th day of MAY, 1996.



Notary Public
State of New York at Large

JAY HOCHFELSEN

(print or type name)

My commission expires:

JAY J. HOCHFELSEN
Notary Public, State of New York
No. 30-4838030
Qualified in Nassau County
Commission Expires March 30, 1998

CERTIFICATE DESIGNATING REGISTERED AGENT AND ACCEPTANCE

In compliance with Florida Statutes Section 608.405, the following is submitted:

1. DEWITT STERN CROW, L.C. desiring to organize and qualify under the law of the state of Florida as a limited liability company pursuant to Florida Statutes Chapter 608 with its principal place of business at 42104 Fischer Island Drive, Fisher Island, Florida 33109, State of Florida, has named BARRY MAC EWAN, located at 42104 Fischer Island Drive, Fisher Island, Florida 33109, as its registered agent and to accept service of process and to perform all other acts required of registered agents in the state of Florida.

Dated: 5/16/96

LWC HOLDING CORP.

By: [Signature]
Gary M. Gregory President

Having been named Registered Agent for DEWITT STERN CROW, L.C. at the place designated in this certificate, I am familiar with and accept the obligations of the position to act as Registered Agent and do further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.

Dated: 5/16/96

[Signature]
BARRY W. MAC EWAN
Registered Agent

FILED
MAY 21 PM 3:59
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUN 21 PM 4:00
RECEIVED
CLERK OF THE
COURT
STATE OF FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT DeWITT STERN CROW, L.C. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF
FLORIDA, HAS NAMED BARRY W. MAC EWAN, LOCATED AT 42104 FISHER
ISLAND DRIVE, FISHER ISLAND, FL 33109, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *B. MacEwan*
CORPORATE OFFICER

TITLE PRESIDENT

DATE 5/25/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *B. Semat*
(RESIDENT AGENT)

DATE 5/25/96