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ACCOUNT NO. : 07210060002 CORPORATION

REFERENCE : 091631 9029A

AUTHORIZATION : Patricia Pyjota

COST LIMIT : \$ 285.00

ORDER DATE : September 19, 1996

ORDER TIME : 12:24 PM

ORDER NO. : 091631

100001952221

CUSTOMER NO: 9029A

CUSTOMER: David Chenkin, Esq.
FRANK EFFMAN & WEINBERG, P.A.

Second Floor
8000 Peters Road
Plantation, FL 33324

337.50 attached
ref.

DOMESTIC FILING

NAME: ASSOCIATES HOLDING COMPANY,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

~~645-611-302-072~~
~~WAB-1996~~

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10/3/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W/O 108116

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Corporation Information Services, Inc.

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Account No.: 072100000032

Reference :

Authorization:

Cost Limit : \$ 337.50

OFFICE USE ONLY

CIS Contact: Lori Dunlap

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. ASSOCIATES HOLDING GROUP, L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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Certificate of Status

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<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other LLC

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ASSOCIATES HOLDING COMPANY, L.C.
Ref. Number: W96000018916

We have received your document for ASSOCIATES HOLDING COMPANY, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-8973.

Clartha Golden
Document Specialist

Letter Number: 996A00043685

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ASSOCIATES HOLDING GROUP, L.C.**

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the limited liability company shall be

Associates Holding Group, L.C.
2 South University Drive, Suite #220
Plantation, Florida 33324-3335

ARTICLE II

The address of the principal place of business of this limited liability company in the State of Florida shall be 2 South University Drive, Suite #220, Plantation, Florida 33324-3335, and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be STEVEN A. WEINBERG, whose address is 8000 Peters Road, Second Floor, Plantation, Florida 33324.

ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for a period of thirty (30) years from the above date unless earlier dissolved by the members as set forth in these Articles of Organization.

ARTICLE IV

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

Michael C. Karp, Manager

2 South University Drive
Suite #220
Plantation, FL 33324-3335

ARTICLE V

This limited liability company is organized for the purpose of serving as nominee with regard to: (i) that certain Promissory Note ("Note"), the maker of which is USIS of Plantation, Inc., a Florida corporation, and which was issued to the members hereof as part of the purchase from the sale of assets pursuant to that certain Agreement by and between U.S.I. Holdings Corporation, USI Insurance Services Corp., USIS of Plantation, Inc., Karp Insurance Consultants, Inc. and Michael C. Karp, Robert Oden, Allan Markels and Howard Farber, dated the 17th day of September, 1996 ("Agreement"); and (ii) the payments received pursuant to the Agreement.

ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members.

ARTICLE VII

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall be dissolved; provided, the remaining members may continue the business of the limited liability company by a majority vote of the profit and loss sharing ratios of the remaining members.

ARTICLE VIII

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles.

ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property

originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company. Notwithstanding the foregoing, the limited liability company shall have no ownership rights in and to the Note and shall possess same as nominee for the members hereto who shall own the Note in the same proportion as their profit and loss sharing ratios set forth herein.

ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

- [1] Termination of the term specified in Article III.
- [2] The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided in Article VII.
- [3] The agreement of a majority of the members.

ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a majority vote the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

ARTICLE XII

The total amount of cash contributed to the limited liability company is One Thousand Dollars (\$1,000.00), the capital contribution of each member is:

MICHAEL C. KARP	\$ 621.00
ROBERT ODEN	\$ 196.00
HOWARD FARBEN	\$ 113.00
ALLAN MARKELS	\$ 70.00

No property other than cash is contributed to the limited liability company as the capital contribution of each member.

ARTICLE XIII

The members agree that the members are not required to make any other additional contributions.

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 17th day of September, 1996.

MEMBERS:



MICHAEL C. KANE, Member & Manager



ROBERT ODEM, Member



HOWARD FARMER, Member



ALLAN RECKELS, Member

ADDRESSES:

2 South University Drive #220
Plantation, Florida 33324

2 South University Drive #220
Plantation, Florida 33324

2 South University Drive #220
Plantation, Florida 33324

2 South University Drive #220
Plantation, Florida 33324

In accordance with Section 608.408(3), Florida Statutes,
the execution of this Affidavit constitutes an
affirmation under the penalties of perjury that the
facts stated herein are true.

STATE OF FLORIDA

COUNTY OF BROWARD

} SS:

BEFORE ME, personally appeared MICHAEL C. KARP, to me well known and known to me to be the person in and who executed the foregoing Articles of Organization of Associates Holding Group, L.C., as Member and Manager of Associates Holding Group, L.C. who has produced Florida Drivers License as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

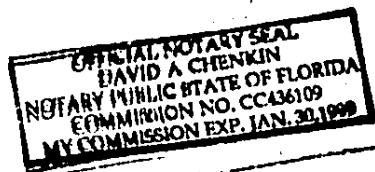
WITNESS my hand and official seal this 17th day of September, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida

David A. Chenkin

Printed Name of Notary Public



STATE OF FLORIDA
COUNTY OF BROWARD

} SS:

BEFORE ME, personally appeared ROBERT ODEN, the person in and who executed the foregoing Articles of Organisation of Associates Holding Group, L.C., as Member, who has produced Florida Drivers License as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of September, 1996.

My Commission Expires:

OFFICIAL NOTARY SEAL
DAVID A. CHENKIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC436109
MY COMMISSION EXP. JAN. 30, 1999


NOTARY PUBLIC, State of Florida
David A. Chenkin
Printed Name of Notary Public

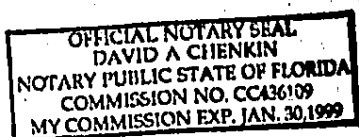
STATE OF FLORIDA
COUNTY OF BROWARD

) SS:

BEFORE ME, personally appeared HOWARD FARNER, the person in and who executed the foregoing Articles of Organisation of Associates Holding Group, L.C., as Member, who has produced Florida Driver License as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of September, 1996.

My Commission Expires:




NOTARY PUBLIC, State of Florida
David A. Chienkin
Printed Name of Notary Public


STATE OF FLORIDA
COUNTY OF HOWARD

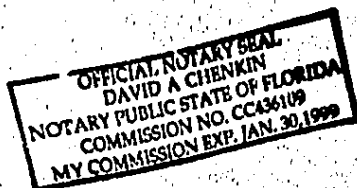
} SS:

BEFORE ME, personally appeared ALLAN MARKELS, the person in and who executed the foregoing Articles of Organization of Associates Holding Group, L.C., as Member, who has produced Florida as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of September, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida
David A. Chenkin
Printed Name of Notary Public



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Associates Holding Group, L.L.C., a Florida Limited Liability Company, deposes and says:

1. The above-named limited liability company has at least four (4) members, to-wit: MICHAEL C. KARP, ROBERT ODEN, HOWARD FARBER, and ALLAN MARKELS.

2. The total amount of cash contributed by the member(s) is \$621.00 for MICHAEL C. KARP, \$196.00 for ROBERT ODEN, \$113.00 for HOWARD FARBER, and \$70.00 for ALLAN MARKELS for a total of cash contributed in the sum of \$1,000.00.

3. If any, the agreed value of property other than cash contributed by the member(s) is \$ N/A. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.



MICHAEL C. KARP, MANAGER

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CERTIFICATE OF DESIGNATION OF

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96 OCT -3 PM 3:23

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: ASSOCIATES HOLDING GROUP, L.C.

2. The name and address of the registered agent and office is:

Steven A. Weinberg

(Name)

8000 Peters Road

(P.O. Box or Mail Drop Box **NOT** acceptable)

Plantation, FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the
above stated corporation 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 per-
formance of my duties, and I am familiar with and accept the obligations of my posi-
tion as registered agent.*

(Signature)

Steven A. Weinberg

10-3-96

(Date)