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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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July 25, 1997

VIA UPS OVERNIGHT N208 7316 53 2

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****337.50 ****337.50

Re: **Ruffin, Moyle & Associates, L.C.**
Filing of Limited Liability Company
Our File No. 97-207

To whom it may concern:

Enclosed herewith you will find the Articles of Organization and Affidavit of Membership and Contributions with respect to the above referenced Limited Liability Company.

You will also find enclosed our firm's check in the amount of \$337.50 representing the following:

Filing Fees	\$250.00
Registered Agent Fees	35.00
Certified Copy	\$ <u>52.50</u>
TOTAL	\$<u>337.50</u>

FILED
97 JUL 28 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to call.

Very truly yours,

JUL 31 1997 BSB

BENSON, MOYLE & CHAMBERS

Lina Nester, for
Bernard T. Moyle,
For the Firm

/tn

Enclosures
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ARTICLES OF ORGANIZATION
FOR
RUFFIN, MOYLE & ASSOCIATES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I
NAME

The name of this Limited Liability Company is RUFFIN, MOYLE & ASSOCIATES, L.C.

ARTICLE II
DURATION/CONTINUATION

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows:

Bernard T. Moyle, Esq.
Benson, Moyle & Chambers
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS:
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business 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.

SECTION VII
MANAGEMENT OF COMPANY

Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

John Ruffin, President, CEO
Ruffin & Associates
9650 NW 42nd Street
Coral Springs, FL 33065

Bernard T. Moyle, Exec. V.P.
Benson, Moyle & Chambers
One Financial Plaza, Suite 1600
Fort Lauderdale, FL 33394

ARTICLE VIII
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn

to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE X INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

ARTICLE XI CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE XII TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the

remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or
3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

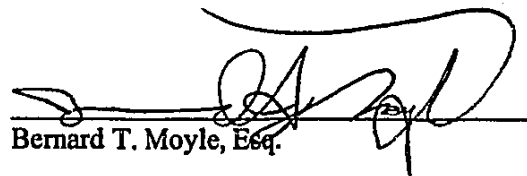
B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 25th day of July, 1997.

BMC HOLDINGS, INC. Member


By: Bernard T. Moyle, Esq., Authorized Rep.

· Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Bernard T. Moyle, Esq.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RUFFIN, MOYLE
& ASSOCIATES, L.L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by each member is \$2,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is
\$ N/A. A description of the property is attached and made a part hereof, if applicable; and
4. the total amount of cash or property anticipated to be contributed by member(s) is
\$2,000.00. This total includes amounts from 2 and 3 above.


Bernard T. Moyle, Esq., Authorized Rep.

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