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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 498447 10625A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 15, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 498447-005

CUSTOMER NO: 10625A

CUSTOMER: John M. Lynn, Esq
LYNN & HANSON, P.A.

2nd Floor
48 Ne 15th Street
Homestead, FL 33030

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DOMESTIC FILING

NAME: WINTER PARK INSURANCE
AGENCY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

320.00 F.F.
52.50 C.C.
372.50

FILED
97 AUG 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 15 PM 12:20
Dmc
8/15/97

ARTICLES OF ORGANIZATION OF WINTER PARK INSURANCE AGENCY, L.C.

FILED
97 AUG 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WINTER PARK INSURANCE AGENCY, L.C., and its principal office shall be located at 231 N. New York Avenue, in the City of Winter Park, County of Orange, State of Florida, its mailing address shall be P.O. Box 939, Winter Park, Florida 32790, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be

amended from time to time in the regulations of the limited liability company by a vote of the members owning a majority interest of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to it's members, whose names and addresses are as follows:

Thomas R. Jones, Jr.
1780 North Krome Avenue
Homestead, Florida 33030

L. Alan Lund
1780 North Krome Avenue
Homestead, Florida 33030

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by consent of the members owning a majority interest of the company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of members owning a majority interest of the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on consent of the remaining members owning a majority interest in the company.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10,000 cash shall be paid to the limited liability company by the two members, as follows: THOMAS R. JONES, JR. \$7,500 (75%) and L. ALAN LUND \$2,500 (25%). Additional contributions will be made as required for investment purposes, as determined by consent of the members owning a majority interest in the company. Members will make contributions in shares indicated above.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to the following distributive share of the profits, as follows: THOMAS R. JONES, JR. 75% and L. ALAN LUND 25%. The distributive share of the profits shall be determined and paid to the members annually within forty-five (45) days from the end of the fiscal year of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows: THOMAS R. JONES, JR. 75% and L. ALAN LUND 25%.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

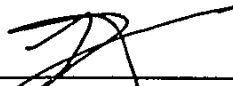
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

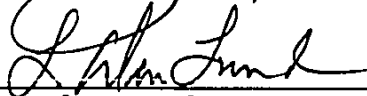
The address of the initial registered office of the limited liability company is 1780 North Krome Avenue, City of Homestead, County of Dade, State of Florida 33030, and the name of the company's initial registered agent at that address is L. Alan Lund.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WINTER PARK INSURANCE AGENCY, L. C.

Executed by the undersigned at Homestead, Dade County, Florida on the 14th day of August, 1997.



Thomas R. Jones, Jr.



L. Alan Lund

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS 97 AUG 15 PM 2:32

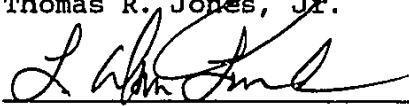
STATE OF FLORIDA
COUNTY OF DADE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 608.407(2), the undersigned members of WINTER PARK INSURANCE AGENCY, L.C., depose and say:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.
3. If any, the agreed value of property other than cash contributed by the members is \$-0-. A description of the property is attached as Exhibit N/A and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000. This total includes the amounts from 2 and 3 above.

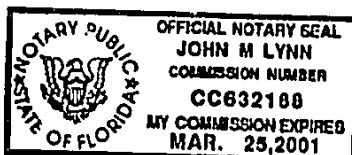

Thomas R. Jones, Jr.


L. Alan Lund

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14 day of August, 1997, by THOMAS R. JONES, JR. and L. ALAN LUND, on behalf of WINTER PARK INSURANCE AGENCY, a limited liability company. They are personally known to me and they executed the foregoing instrument.


NOTARY PUBLIC



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF DADE


Pursuant to the provisions of Sections 608.415 and 608.407(1) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WINTER PARK INSURANCE AGENCY, L.C.

The name of the registered agent for WINTER PARK INSURANCE AGENCY, L.C. is L. ALAN LUND and the street address of the company's registered office where the agent is located is 1780 North Krome Avenue, Homestead, Florida 33030.

This statement is to acknowledge that, as indicated above, WINTER PARK INSURANCE AGENCY, L.C. has appointed me, L. ALAN LUND, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 14 day of August, 1997.


L. Alan Lund

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14 day of August, 1997, by L. ALAN LUND, on behalf of WINTER PARK INSURANCE AGENCY, a limited liability company. He is personally known to me and he executed the foregoing instrument.


NOTARY PUBLIC

