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LOUIS V. VENDITTELLI, P.A.
ATTORNEY AT LAW

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LOUIS V. VENDITTELLI
BOARD CERTIFIED IN TAX LAW

August 7, 1991

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MJH

VIA FEDEX

L97-900

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900004526819--1
-08/09/01--01011--004
****113.75 *****60.00

Re: Winter Park Insurance Agency, L.C.

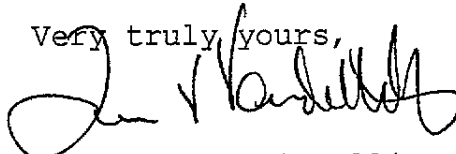
Dear Madame/Sir:

Enclosed are the Amended and Restated Articles of Organization of Winter Park Insurance Agency, L.C. and our check payable to the Florida Department of State in the amount of \$113.75 for the following:

Filing fee for the Amended and Restated Articles of Incorporation	\$ 52.20
Certified Copy (copy enclosed)	\$ 52.50
Certificate of Status	\$ 8.75
TOTAL	\$113.75

If you have any questions or need any additional information, please call me.

Very truly yours,


Louis V. Vendittelli

LVV/mlv

Enclosures

WinterPark\L-DivCorporations
Aug7.01

FF \$25.00
Certs 35.00
OP 53.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF WINTER PARK INSURANCE AGENCY, L.C.
ORIGINALLY FILED ON AUGUST 15, 1997
(DOCUMENT NUMBER 97000000900)

The undersigned certify that these Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Florida Statutes §608.411.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 its 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

William R. McCormick
231 N. New York Avenue
Winter Park, Florida 32790

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 assigned, 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

Initial capital contributions in the amount of \$10,000 cash shall be paid to the limited liability company by the three members, as follows: THOMAS R. JONES, JR. \$6,000.00 (60%), L. ALAN LUND \$2,000.00 (20%) and WILLIAM R. MCCORMICK \$2,000 (20%). 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. 60%, L. ALAN LUND 20% and WILLIAM R. MCCORMICK 20%. 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. 60%, L. ALAN LUND 20% and WILLIAM R. MCCORMICK (20%).

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

REGISTERED OFFICE AND REGISTERED AGENT


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

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

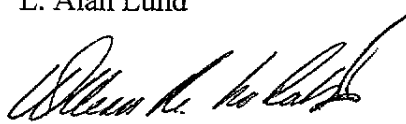
IN WITNESS WHEREOF, the undersigned have caused these Amended and Restated Articles of Organization to be executed on the date indicated next to each signature and effective upon filing same with the Florida Department of State.



Thomas R. Jones, Jr. 7-26-01
Date



L. Alan Lund 7-27-01
Date



William R. McCormick 7-20-01
Date

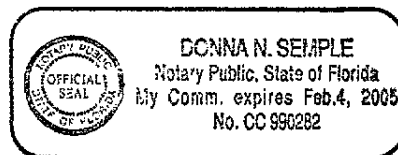
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31 day of July, 2001,
by THOMAS R. JONES, JR. who did execute the foregoing Amended and Restated Articles of
Organization as members who is personally known to me, or who has produced
Personally Known as identification, and being first duly sworn, acknowledged before me that
he has executed the same freely and voluntarily for the purposes herein expressed.

Donna N. Semple
NOTARY PUBLIC

DONNA N. Semple
Print Name

2-4-2005 # CC990282
Commission Number and Expiration Date



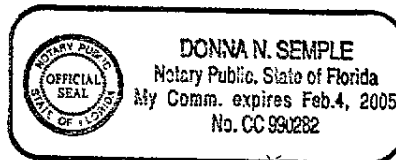
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31 day of July, 2001, by L. ALAN LUND, who did execute the foregoing Amended and Restated Articles of Organization as members who is personally known to me, or who has produced Personally Known as identification, and being first duly sworn, acknowledged before me that he has executed the same freely and voluntarily for the purposes herein expressed.

Donna N. Semple
NOTARY PUBLIC

DONNA N. Semple
Print Name

2-4-2005 #CC990282
Commission Number and Expiration Date



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of July, 2001,
by WILLIAM R. MCCORMICK, who did execute the foregoing Amended and Restated Articles of
Organization as members who is personally known to me, or who has produced
_____ as identification, and being first duly sworn, acknowledged before me that
he has executed the same freely and voluntarily for the purposes herein expressed.

Cathy S. Porter
NOTARY PUBLIC

Cathy S. Porter
Print Name

#CC998256, exp. Feb. 23, 2005
Commission Number and Expiration Date

