

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Everest Benefit Resources,
L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 19 PM 2:01

EFFECTIVE DATE

8.15.97

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: CJB

Name _____

Date 8.19

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DIVISION OF CORPORATIONS

RP
8-19-97

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
EVEREST BENEFIT RESOURCES, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles"):

ARTICLE I

EFFECTIVE DATE
8.15.97

Name

The name of this Company shall be EVEREST BENEFIT RESOURCES, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment, August 15, 1997, in accordance with the provisions of Section 608.409 of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and/or
- (3) Unanimous written consent of all of the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a limited liability company pursuant to Section 608.403 of the Act, including without limitation, the brokering, marketing, promoting, selling, and otherwise dealing in and with disability

insurance products and services, either directly or indirectly, and all such other activities incidental or useful to the foregoing.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 418 West Platt Street, Tampa, Florida 33606, and such other place or places as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be A. Edward McGinty, Esq., and the address of the registered agent for service of process shall be A. Edward McGinty, Esq., 4820 Cypress Tree Drive, Tampa, Florida 33624.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement adopted by the members as set forth

therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

Name	Address
The Everest Venture Group, Inc.	418 West Platt Street Tampa, Florida 33606
Orlando J. Valdes	2501 West Jetton Avenue, Tampa, Florida 33629
James J. Waters	3016 Villa Rosa Park, Tampa, Florida 33611-2840

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of the Company.

(c) **Conveyances.** The members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority in interest of the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Everest Benefit Resources, L.C.

By: _____
_____, as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII

Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement, Regulations and Interest Transfer and Restriction Agreement for the governing of the internal affairs of the Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement, Regulations and Interest Transfer and Restriction Agreement may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement shall be set forth in the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement, except that the initial form shall be approved by all the members.

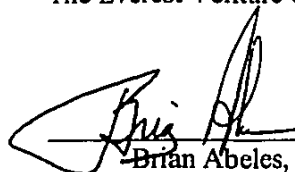
ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by vote of a majority in Interest of the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 15 day of August, 1997.

The Everest Venture Group, Inc.



Brian Abeles, President

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 15th day of August, 1997 by Brian Abeles, who is the president of The Everest Venture Group, Inc. and who has executed this instrument in his capacity as President of and on behalf of The Everest Venture Group, Inc. Brian Abeles is personally known to me or has produced _____ as identification and did / did not take an oath..

Linda V. Kenworthy
Notary Public
Printed Name: LINDA V. KENWORTHY

Serial Number: _____

State of Florida at Large

(NOTARY SEAL)

My Commission Expires:

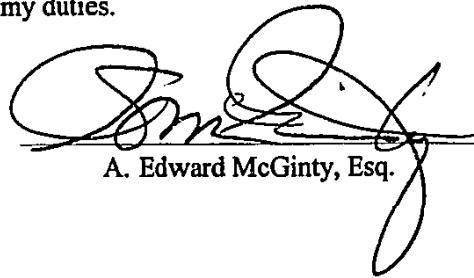


Linda V Kenworthy
My Commission CC601576
Expires November 14, 2000

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability company, at the place designated in these Articles of Organization, I 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.

Dated: August 15, 1997



A. Edward McGinty, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 19 PM 2:01

EVEREST BENEFIT RESOURCES, L.C.
AFFIDAVIT OF AT LEAST TWO MEMBERS

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, authorized to take acknowledgments and administer oaths, personally appeared Brian Abeles, who is the president of The Everest Venture Group, Inc. and who has executed this instrument in his capacity as President of and on behalf of The Everest Venture Group, Inc., a Member of EVEREST BENEFIT RESOURCES, L.C., and Orlando J. Valdes, a Member of EVEREST BENEFIT RESOURCES, L.C., the said Brian Abeles and the said Orlando J. Valdes, both being of legal age and being otherwise legally competent, depose and say of their personal knowledge:

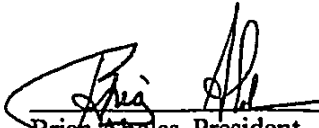
1. That EVEREST BENEFIT RESOURCES, L.C., a Florida limited liability company, (the "Company") has at least two Members.

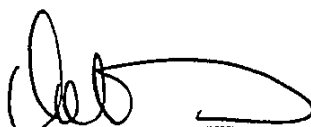
2. That the total amount of cash contributed by the Members to the capital of the Company is One Thousand Dollars (\$1,000.00), that no property other than cash has been contributed to the capital of the Company and that no further capital contributions are anticipated, but if any additional capital contributions shall be necessary, they shall be made by the Members and at the times as determined by written agreement among the Members or in accordance with the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement adopted and approved by the Members, and may be made in cash or in property.

Further the Affiants sayeth not.

Dated: August 15, 1997

The Everest Venture Group, Inc.


Brian Abeles, President

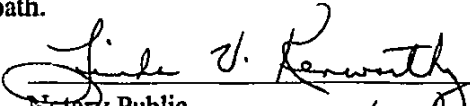

Orlando J. Valdes

STATE OF FLORIDA)

) SS.

COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 15th day of August, 1997, by Brian Abeles, who is the president of The Everest Venture Group, Inc. and who has executed this instrument in his capacity as President of and on behalf of The Everest Venture Group, Inc. He is personally known to me or has produced _____ as identification and he did / did not take an oath.


Notary Public
Printed Name: LINDA V. KENWORTHY
State of Florida at Large

(NOTARY SEAL)

Serial Number: _____

My Commission Expires _____



Linda V Kenworthy
My Commission CC601575
Expires November 14, 2000

STATE OF FLORIDA

)

) SS.

COUNTY OF HILLSBOROUGH

)

The foregoing instrument was acknowledged before me this _____ day of August, 1997, by Orlando J. Valdes, an individual who has executed this instrument in his individual capacity. He is personally known to me or has produced _____ as identification and he did / did not take an oath.

Linda V. Kenworthy

Notary Public

Printed Name: LINDA V. KENWORTHY

State of Florida at Large

(NOTARY SEAL)

Serial Number: _____



Linda V. Kenworthy

My Commission CC601575

Expires November 14, 2000

My Commission Expires _____