

L97000001340

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Arco Insurance
Agency, L.C.

CM

FF-285.00

Art of Inc. File 300002367743--5
LTD Partnership File 12/10/97--01013--011
Foreign Corp. File *****285.00 *****285.00
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
② 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 _____

RECEIVED
97 NOV 26 AM 10:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: DR

Name _____

Date 11/26

Time 9:34

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: ARCO INSURANCE AGENCY, L.C.
Ref. Number: W97000026672

We have received your document for ARCO INSURANCE AGENCY, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

In addition to the ARTICLES OF ORGANIZATION, we must also have an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form, or you may draw up your own document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 597A00056543

ARTICLES OF ORGANIZATION
OF
ARCO INSURANCE AGENCY, L.C.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, two or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

ARTICLE I

NAME

The name of this Limited Liability Company is:

ARCO INSURANCE AGENCY, L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the company shall be:

891 NORTH STATE ROAD 7
MARGATE, FLORIDA 33063

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: HOWARD S. WEINSTEIN, Esq.
11900 BISCAYNE BLVD., SUITE 740
NORTH MIAMI, FLORIDA 33181

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company as is illustrated in Exhibit "A" attached hereto.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members. The foregoing notwithstanding, member STEVEN R. COHEN shall contribute operation, management and training services to the company. STANLEY J. ZINN, ERIC ZINN and DR. EUGENE ELOVIC shall provide start up capital.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the prior written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

ARTICLE VIII

RIGHT TO CONTINUE CONDUCT OF BUSINESS TO PERPETUITY

In the event that any one or more members should die, retire, resign, file for bankruptcy, suffer expulsion by the majority vote of members, be dissolved by administrative dissolution or any other event that may terminate the continued membership of a member in this Limited Liability Company the remaining members of the company (providing there are a minimum of 2 remaining members) have the right to continue conduct and operation of the business for perpetuity. If the remaining members wish to continue the business, then the remaining members shall pay the terminated member a fair market value for his share of the business as same may be determined by a mutually determined person or company that is qualified to appraise businesses.

ARTICLE IX

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except however, the business of the company may be continued by the consent of a majority of the remaining members in accordance with the provisions of paragraph VIII hereof and/or any other subsequent agreement(s) formulated between the members.

ARTICLE X

MANAGEMENT

The company shall be managed initially by the members and/or those officers elected by the majority vote of the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

The names and address of the members of the company are:

STEVEN R. COHEN	891 North State Road 7 Margate, FL 33063
STANLEY J. ZINN	571 N.W. 108TH Ave. Plantation, FL 33324
ERIC ZINN	220 Little Falls Road Cedar Grove, NJ 07009
Dr. EUGENE ELOVIC	5500 Collins Ave. Miami Beach, FL 33140

Until or unless the Members decide otherwise in a writing subsequent to these Articles of

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Organization, the management of the day to day operations of the company shall be by Member, STEVEN R. COHEN.

IN WITNESS WHEREOF, the undersigned organizer and member has made and subscribed these Articles of Organization at Broward County, Florida, on this 24th day of November, 1997.

Witnesses:

Steven R. Cohen
STEVEN R. COHEN, Organizer

Marylou Seaman
Patricia

STATE OF FLORIDA
COUNTY OF Broward

Sworn to (or affirmed) and subscribed before me this 24 day of November 1997, by STEVEN R. COHEN, the Promoter who X is personally known to me, or _____ produced _____ as identification.

Dana Ross-Cohen

NOTARY PUBLIC, State of Florida
My Commission Expires:

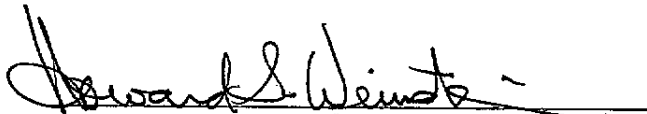


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ARCO INSURANCE AGENCY, L.C., as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.


HOWARD S. WEINSTEIN, Registered Agent

DATED: November 25, 1997

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TALLAHASSEE, FLORIDA

EXHIBIT "A"
to ARTICLES OF ORGANIZATION
OF
ARCO INSURANCE AGENCY, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member(s) or authorized representative(s) of a member of ARCO INSURANCE AGENCY, L.C., depose and say:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is \$ 2,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00 however, each party shall comport with their future obligations of providing services and/or financing as more particularly set forth in the Members' Agreement.
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.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: 11/24, 1997.

Steven R. Cohen
By: STEVEN R. COHEN

STATE OF FLORIDA
COUNTY OF Broward

Sworn to (or affirmed) and subscribed before me this 24 day of November 1997, by STEVEN R. COHEN, who X is personally known to me, or _____ produced _____ as identification.

Dana Ross-Cohen
NOTARY PUBLIC, State of Florida
My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
DANA ROSS-COHEN
COMMISSION # CC 631195
EXPIRES MAY 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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