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November 30, 1998

Via Hand Delivery

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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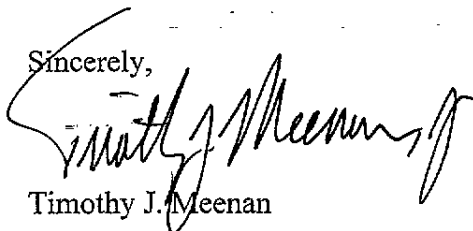
Re: Articles of Organization - Florida Insurance Investment, L.L.C.

Dear Sir or Madam:

Enclosed please find articles of organization, a designation of registered agent and an application fee for Florida Insurance Investment, L.L.C. The enclosed fee of \$337.50 represents the sum of a \$250.00 filing fee, a \$35.00 designation of registered agent fee and \$52.50 for a certified copy evidencing the filing of Florida Insurance Investment, L.L.C.

A letter of acknowledgement for this filing should also be sent to the undersigned. Thank you for your kind attention to this matter.

Sincerely,


Timothy J. Meenan

TJM/ssg/meh

Enclosure

*Call when ready
681-6710*

Name	MBH
Availability	MBH
Document Examiner	MBH
Updater	MBH
Verifier	MBH
Acknowledgement	MBH
Notary	MBH

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98 DEC - 1 AM 8:58
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

FLORIDA INSURANCE INVESTMENT, L.L.C. (a limited liability company)

ARTICLE I. NAME

The name of this Limited Liability Company is Florida Insurance Investment, L.L.C.

ARTICLE II. ADDRESS

The mailing and business address of the principal office of this Limited Liability Company is 1000 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by its members and the name and address of the managing member is:

Stephen L. Perrone
Florida Insurance Investment, L.L.C.
1000 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as provided in the regulations of this limited liability company., which will be by a majority vote.

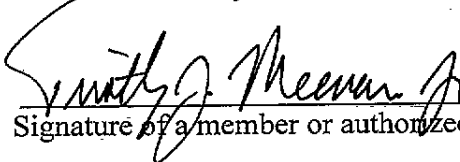
ARTICLE VI. MEMBERS RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to 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 shall be as provided in the regulations of this limited liability company.

ARTICLE VII. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Florida Insurance Investment, L.L.C. certifies:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$500,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$500,000.00.


Signature of a member or authorized representative of a member

Timothy J. Meenan as authorized representative for
Stephen L. Perrone, Managing Member,
Florida Insurance Investment, L.L.C.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Florida Insurance Investment, L.L.C.
2. The name and the Florida street address of the registered agent are:

Timothy J. Meenan
Blank, Rigsby & Meenan, P.A.
204 South Monroe Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.



Signature