

# L99000001987

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April 1, 1999

## HAND DELIVERY

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*346.25 \*\*\*\*346.25

Subject: Employersedge of Florida, LLC - Articles of Organization

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Organization for the above referenced limited liability company. Also enclosed is a check in the amount of \$346.25 for the following:

\$250.00	Filing fee for Articles of Organization and Affidavit
\$ 35.00	Designation of Registered Agent
\$ 8.75	Certificate of Status
\$ 52.50	Certified copy

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Name	4/1/99
Availability	Yes
Document Examiner	DLC
Updater	DCC
Updater	
Verifier JNM:csj	DCC
Enclosures	
Adm no. Rejoement	DCC
W. P. Verifier	DCC

Please provide a certified copy of the Articles of Organization and a certificate of status. If additional information is needed, please advise.

W99000007881

Sincerely,

James N. McConnaughay

James N. McConnaughay

SIGNED IN THE ABSENCE OF  
JAMES N. McCONNAUGHAY  
IN ORDER TO EXPEDITE

L99000001987

316 SOUTH BAYLOR STREET, SUITE 500  
P. O. BOX 13570  
PENSACOLA, FLORIDA 32591-3570  
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JACKSONVILLE, FLORIDA 32256  
TELEPHONE: 904-368-1950  
TELECOPIER: 904-368-1510

1800 SECOND STREET  
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TELEPHONE: 941-955-6141  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 1, 1999

JAMES N. MCCONNAUGHAY  
MCCONNAUGHAY DUFFY COONROD POPE & WEAVER  
P.O. DRAWER 229  
TALLAHASSEE, FL 32302-0229

SUBJECT: EMPLOYERSEGE OF FLORIDA, LLC  
Ref. Number: W99000007881

We have received your document for EMPLOYERSEGE OF FLORIDA, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

You must give us an amount for section 4 and then the total for section 5. We will have to know what the line of credit is.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 799A00016657

ARTICLES OF ORGANIZATION FOR EMPLOYERSEDGE OF FLORIDA, LC

ARTICLE I - Name:

The name of the Limited Liability Company is:

Employersedge of Florida, LC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5951 Cattleridge Boulevard  
Suite 200  
Sarasota, FL 34232

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 a manager at the stated address below:

Mr. Robert Rheel  
Fireman's Fund Insurance Company  
777 San Marin Drive  
Novato, CA 94998

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:

Upon unanimous consent of the existing members.

ARTICLE VI - Members Rights 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

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member or the occurrence of any other evident which terminates the continued membership of a member in the limited liability company shall be:

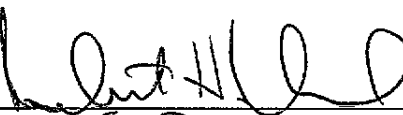
None. The company will be dissolved pursuant to Section 608.441(1)(d), Florida Statutes (1998).

Members of Employersedge of Florida, LC

Unisource Administrators, Inc.

Fireman's Fund Insurance Company

By   
Position President


By   
Position SVP

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Employersedge of Florida, LC deposes and says:

1. The above named limited liability company has at least one member
2. The total amount of cash contributed by the member(s) is \$20,000  
(Two members, each member contributing \$10,000)
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
4. The amount of cash or property anticipated to be contributed by Fireman's Fund Insurance Company in the form of a line of credit \$300,000
5. The total amounts of 2, 3 and 4 is \$320,000



Signature of a member or authorized representative of a member.

(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.)

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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 IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

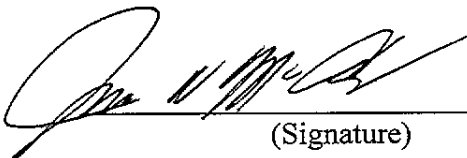
1. The name of the limited liability company is: Employersedge of Florida, LC
2. The name and address of the registered agent and office is:

James N. McConnaughay  
101 North Monroe Street, Suite 900  
Tallahassee, FL 32301

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

31 March 1999  
(Date)