

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From: Karen L. DiDea (Direct Dial No. 407/418-6462)

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

ATTORNEY NO. 424
CLIENT NO. 914097
MATTER NO. 64459

PLEASE COMPLETE FILING OF THE ARTICLES OF ORGANIZATION
WITH AN EFFECTIVE FILING DATE OF 5/14/99. Thank You. Karen

LIMITED LIABILITY COMPANY

INSURANCE PARTNERSHIP MANAGER #2, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
OF
INSURANCE PARTNERSHIP MANAGER #2, LLC**

ARTICLE I - NAME

The name of this limited liability company is Insurance Partnership Manager #2, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the Company is formed is to act as the general partner of a Florida limited partnership and engage in any other lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 400 East South Street, Suite 500, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Timothy J. Seneff.

ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more Managing Members appointed by the Members in accordance with the provisions of the Regulations and Operating Agreement of the Company. The name and address of the initial Managing Member is as follows:

Timothy J. Seneff

400 East South Street, Suite 500
Orlando, Florida 32801

This document was prepared by:
LORAN A. JOHNSON, ESQUIRE
Florida Bar Number: 339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VII - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations and Operating Agreement of the Company adopted by the Members.


ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members on such terms and conditions as shall be approved by a majority in interest of the Members.

ARTICLE IX - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of 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 Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of
Organization this 13th day of May, 1999.


Timothy J. Seneff, Managing Member

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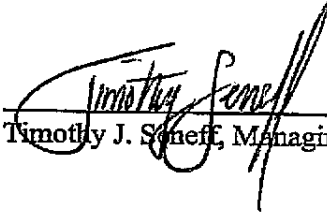
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is Insurance Partnership Manager #2, LLC.
2. The name and Florida street address of the registered agent and office are:

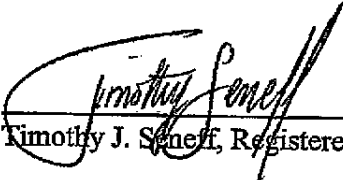
Timothy J. Seneff
400 East South Street, Suite 500
Orlando, Florida 32801



Timothy J. Seneff, Managing Member

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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.



Timothy J. Seneff, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Insurance Partnership Manager #2, LLC, deposes and says:

1. Insurance Partnership Manager #2, LLC, a Florida limited liability company (the "Company") has at least one (1) member.
2. The total amount of cash contributed by the Members of the Company is \$350.
3. The Members have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Members of the Company is \$0.00
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$350.


Timothy J. Seneff, Managing Member

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(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).