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FAX NO.: 407 244 5288

06-04-99 11:30A P.01

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LIMITED LIABILITY COMPANY

INDEPENDENT COLLEGES AND UNIVERSITIES RISK MANAGEMEN

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ARTICLES OF ORGANIZATION
OF
INDEPENDENT COLLEGES AND UNIVERSITIES
RISK MANAGEMENT ASSOCIATION, L.L.C.

The undersigned, being the members (or duly authorized representatives of the members), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Independent Colleges and Universities Risk Management Association, L.L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing and street address of the Company's principal office is:

201 South Orange Avenue, Suite 475
Orlando, Florida 32801

ARTICLE III. DURATION AND CONTINUATION

The Company's existence shall begin on June 3, 1999. The period of the Company's duration shall continue perpetually unless terminated in accordance with the Company's Regulations. 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, the existence and business of the Company shall be continued in accordance with the Company's Regulations.

ARTICLE IV. MEMBERS

"Members" means the Person (as defined in Section 608.402 of the Florida Statutes) (or the principal of the Person) signing these Articles of Organization as a member of the Company and any additional members admitted to the Company in accordance with these Articles of Organization and the Regulations of the Company.

This Instrument Prepared By:
Thomas M. McAleavey, Esq.
Florida Bar No. 0009067
Holland & Knight LLP
Post Office Box 1526
Orlando, FL 32802-1526
(407) 425-8500

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ARTICLE V. PURPOSE

The purposes for which the Company is being formed are: (i) to promote and develop specialized safety and loss prevention programs; (ii) to otherwise engage in any lawful business or activity related thereto; and (iii) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The Company designates 201 South Orange Avenue, Suite 475, Orlando, Florida 32801, as the street address of the initial registered office of the Company and names Glenn Tobey as the Company's initial registered agent.

ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Managers of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company. No transfer of a Member's interest shall be permitted except in accordance with the Regulations of the Company.

ARTICLE VIII. MANAGEMENT

The business of the Company shall be conducted, carried on and managed by not less than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

Timothy H. Czerniec	Barry University 11300 Northeast Second Avenue Miami Shores, FL 33161
James W. Munro	Clearwater Christian College 3400 Gulf-to-Bay Blvd. Clearwater, FL 33759-4595
Richard L. Bartrem	Florida Institute of Technology 150 West University Blvd. Melbourne, FL 32901
Howard Neer	Nova Southeastern University 3301 College Avenue Fort Lauderdale, FL 33314-7796

FROM: HOLLAND & KNIGHT
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06-04-99 11:31A P.04

Michael H. Allen

Palm Beach Atlantic College
901 South Flagler Dr.
West Palm Beach, FL 33416-4708

Donald L. Nolt

Ringling School of Art & Design
2700 North Tamiami Trail
Sarasota, FL 34234

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE IX. REGULATIONS


The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Managers of the Company, subject to the Members' concurrent right to adopt, alter, amend or repeal the Regulations of the Company. The Members may provide that any or all Regulations adopted, altered, amended or repealed by the Members may not be altered, amended or repealed by the Managers of the Company.

ARTICLE X. AFFIDAVIT


Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Organization as of the 3rd day of June, 1999.

Nova Southeastern University,
Member

By: 
Howard Neer
Associate Dean

Palm Beach Atlantic College,
Member

By: 
Michael H. Allen
Vice President
and Chief Financial Officer

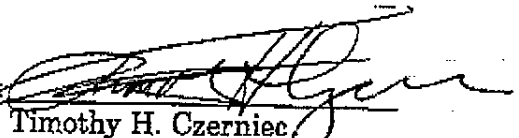
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06-04-99 11:31A P.05

Barry University,
Member

By:


Timothy H. Czerniec
Senior Vice President for Business

Clearwater Christian College,
Member

By:


James W. Munro
Senior Vice President


Ringling School of Art & Design,
Member

By:


Donald L. Nolt
Vice President for Business Affairs

Florida Institute of Technology,
Member

By:


Richard L. Bartrem
Vice President for Financial Affairs

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

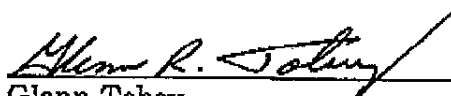
Pursuant to the provisions of Florida Statute Section 608.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Independent Colleges and Universities Risk Management Association, L.L.C.

2. The name and address of the registered agent and office are Glenn Tobey, 201 South Orange Avenue, Suite 475, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such 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.

Dated: June 3, 1999.


Glenn Tobey

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Palm Beach Atlantic College, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 
Michael H. Allen

(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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Ringling School of Art & Design, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 

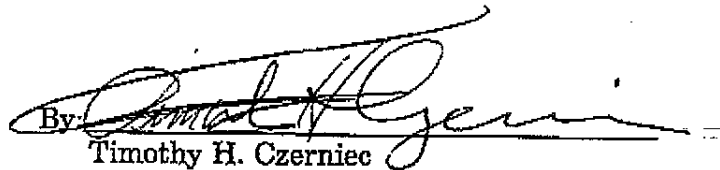
Donald L. Nolt

(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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Barry University, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 
Timothy H. Czerniec

(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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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Clearwater Christian College, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 

James W. Munro

(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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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Florida Institute of Technology, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 
Richard L. Bartrem

(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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of Independent Colleges and Universities Risk Management Association, L.L.C., certifies:

1. That he is a duly authorized representative of Nova Southeastern University, a Member of Independent Colleges and Universities Risk Management Association, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Members of the Company have contributed \$6.00 to the capital of the Company, and no other property has been contributed to the capital of the Company;
4. That the Members of the Company are not expected to contribute any additional cash or other property to the Company.
5. That the total amounts of paragraphs 3 and 4 is \$6.00.

By: 

Howard Neer

(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.)