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ATTORNEYS AT LAW

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† BOARD CERTIFIED IN TAXATION
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TRUSTS & ESTATES
‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

June 24, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: *The Insurance Associates of Melbourne, L.C.*

400002915824--9
-06/25/99--01068--018
****337.50 ****337.50

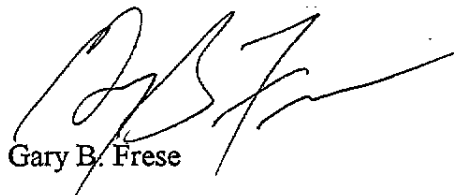
Dear Sir or Madam:

L99-3851

Enclosed find an original plus one copy of the Articles of Organization and accompanying Affidavit for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$337.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,


Gary B. Frese

GBF/lkw
Enclosures as stated

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
THE INSURANCE ASSOCIATES OF MELBOURNE, L.C.

The undersigned being a natural person competent to contract, hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I

The name of this limited liability company shall be **THE INSURANCE ASSOCIATES OF MELBOURNE, L.C.**

ARTICLE II

This limited liability company shall commence upon the execution of these Articles and shall exist for thirty (30) years from the date of filing of these Articles with the Department of State of Florida.

ARTICLE III

The purpose of this limited liability company is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

The initial Members of this limited liability company shall contribute approximately One Hundred and 00/100 Dollars (\$100.00) cash.

ARTICLE V

The Members may admit additional Members upon the unanimous written approval of all Members. Upon the occurrence of any event which results in the loss of a Member of this limited

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liability company, the remaining Member or Members shall, unless otherwise elected, continue the existence of this limited liability company.

ARTICLE VI

This limited liability company shall be managed by the following Managers:

A. SCOTT HUFF
2351 W. Eau Gallie Blvd., Suite 1
Melbourne, Florida 32935

BARRY R. RANER
2351 W. Eau Gallie Blvd., Suite 1
Melbourne, Florida 32935

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

ARTICLE VII

The initial street and mailing address of the principal place of business of this limited liability company is 2351 W. Eau Gallie Blvd., Suite 1, Melbourne, Florida 32935. The initial address in Florida of the initial registered office of this Company is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Company at that address is Gary B. Frese.

ARTICLE VIII

The Members of this limited liability company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of this limited liability company that are not inconsistent with the Articles or the laws of the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE IX

The Managers shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization, this 24th day of June, 1999.


GARY B. FRESE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.


GARY B. FRESE
Registered Agent

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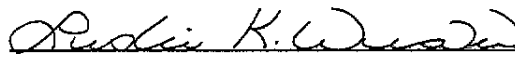
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, to me known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed and subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State aforesaid this 24th day of June, 1999.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Leslie K. Weaver
Notary Public

My Commission Expires:
08-09-00

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY, before me, the undersigned authority, duly authorized to take acknowledgments in the State and County last aforesaid, did personally appear GARY B. FRESE, who, after first being sworn upon his oath, deposes and says:

1. THE INSURANCE ASSOCIATES OF MELBOURNE, L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida, has at least one (1) member.

2. The total amount of cash to be contributed to the Company by its Members is as follows: One Hundred and 00/100 Dollars (\$100.00) cash. No property has been contributed to the Company. No further contributions of cash or property are anticipated.

FURTHER AFFIANT SAYETH NOT.

Signed this 24th day of June, 1999.

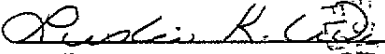

GARY B. FRESE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24th day of June, 1999, by GARY B. FRESE. He is personally known to me.



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Leslie K. Weaver
Notary Public
State of Florida at Large

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