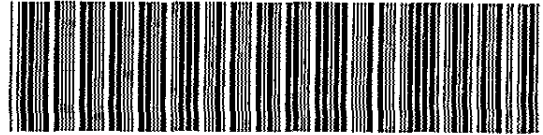


L99000005555

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

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POWER2INSURE, LLC
1200 Weston Road, Third Floor
Weston, Florida 33326
(954) 389-6930

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

September 8, 2003

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

Re: Addition of Managing Members
POWER2INSURE, LLC
Document Number L99000005555

Dear Sir/Madam:

This letter is to formally request that you file the enclosed Amendment to the Articles of Organization of POWER2INSURE, LLC and return a filed copy of the same to the undersigned in the enclosed self addressed envelope.

Enclosed herewith please find a check in the amount of \$25.00 to cover the filing fee for the amendment to the Articles of Organization. I thank you in advance for your prompt attention to and anticipated cooperation in this request. If you have any questions, please do not hesitate to contact me at any time.

Very truly yours,



Michael D. Newton
Managing Member

Enclosure: Amendment in duplicate
\$25.00 check
SASE

First Amendment to the Articles of Organization of Power2Insure, LLC

THIS FIRST AMENDMENT ("Amendment") to the Articles of Organization of Power2Insure, LLC, a Florida limited liability company (the "Company"), is made this 1st day of September, 2003, by Patrick Clawson, the sole Member of Power2Insure, LLC.

RECITALS

1. Power2Insure, LLC is a Florida domiciled limited liability company with its principal offices located at 1200 Weston Road, Weston, Florida 33326
2. Power2Insure, LLC is registered with the Secretary of States office and that office has assigned Power2Insure, LLC Document Number L99000005555.

NOW THEREFOR THE MEMBERS AGREE AND HAVE VOTED UNANIMOUSLY AS FOLLOWS:

1. That the above Recitals are true and correct and are incorporated herein.
2. That the Articles of Organization of Power2Insure, LLC, assigned Document Number L99000005555 are hereby amended to authorize one million (1,000,000) authorized units of the Company.
3. The Assignees listed herein, William Kelly, Michael Newton, and Jeffrey Seaman, have each acquired an interest in the Company from the Company, and the sole Member has agreed to admit the Assignees as Members. The sole Member has agreed to modify the Regulations and its' Exhibit A to reflect the additional members and their capital contributions..

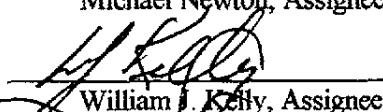
NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties, intending to be legally bound, agree as follows:

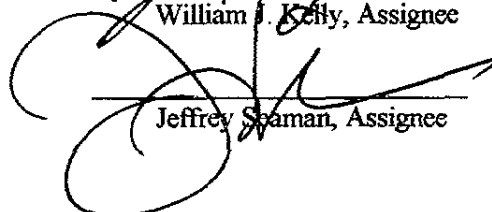
1. ADMISSION OF ASSIGNEE. The Assignees are hereby admitted as Members.
2. AMENDMENT OF THE REGULATIONS. The Regulations are hereby amended by deleting Exhibit A in its entirety and replacing it with Exhibit A attached hereto and incorporated by reference. Except as specifically set forth herein, the Regulations, including this First Amendment, are hereby ratified and affirmed.
3. CONSENT TO THE REGULATIONS BY ASSIGNEE. The Assignee hereby consents to and agrees to be bound by all terms of the Regulations, as amended by this Amendment.
4. CONFLICTING TERMS. Wherever the terms and conditions of this Amendment and the terms and conditions of the Regulations conflict, the terms of this Amendment shall be deemed to supersede the conflicting terms of the Regulations.
5. COUNTERPARTS. This Amendment may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have executed this First Amendment of the Articles of Organization and the Regulations and Operating Agreement of Power2Insure, LLC admitting assignees of interest as members as of the day and year first above written.


Patrick Clawson, Member


Michael Newton, Assignee


William J. Kelly, Assignee


Jeffrey Seaman, Assignee