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September 2, 1999

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

RE: Brokerage Group International, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced L.L.C. along with a check for the articles filing fee of \$250.00 and \$35.00 for designation of registered agent for a total of \$285.00.

Kindly have the Articles filed with the Florida Secretary of State and have a stamped copy returned by regular mail as soon as it has been filed. Thank you for your attention to this matter.

Very truly yours,

Arthur R. Louv

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ARL/caj
Enclosures

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**ARTICLES OF ORGANIZATION FOR
BROKERAGE GROUP INTERNATIONAL, L.L.C.**

ARTICLE I – Name:

The name of the Limited Liability Company is: **BROKERAGE GROUP INTERNATIONAL, L. L.C.**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1265 South Semoran Blvd., Suite 1229 Winter Park FL 32792.

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 or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Richard P. DeDreu & Associates, Inc.

d/b/a Reliable Insurance Brokers

1265 South Semoran Blvd., Suite 1229, Winter Park FL 32792

and

South Pacific Insurance Agency, Inc.

1188 Bishop Street, Suite 2105, Honolulu, HI 96813

and

Clayton, Mullins, Clary & Associates, Inc.

160 East Main St., Spartanburg, SC 29306

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ARTICLE V – Admission of Additional Members:

The members shall have the right to admit additional members upon terms and conditions of the admission as they may unanimously agree or as shall be as set forth in the Regulations or Operating Agreement of the Limited Liability Company.

ARTICLE VI – Members Rights to Continue Business:

The remaining members of the limited liability company shall have the right to continue the business on 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 limited liability company as they shall unanimously agree or as shall be set forth in the Regulations or Operating Agreement of the Limited Liability Company.

ARTICLE VII – Limitation on Agency Authority of Members

Pursuant to Section 608.424, Florida Statutes, no member of this Limited Liability Company shall be an agent of the company solely by virtue of being a member and no member shall have authority to incur debt or contractual liability on behalf of this Company solely by virtue of being a member.

ARTICLE VIII – Regulations or Operating Agreement

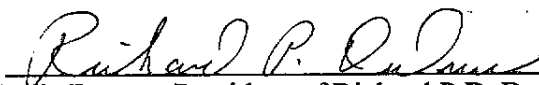
Any Regulations (as defined in Section 608.402(13), Florida Statutes) or Operating Agreement which constitute or replace such Regulations, relating to this Limited Liability Company, must be in writing and signed by all of the members.

ARTICLE IX - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of this Limited Liability Company certifies:

- | | |
|-------------------------------------------------------------------------------------------------------------|------------|
| 1) the above named limited liability company has at least one member; | |
| 2) the total amount of cash contributed by the members is | \$2,515.00 |
| 3) no property other than cash has been contributed by the member; and | |
| 4) the total amount of cash and property contributed and
anticipated to be contributed by the members is | \$2,515.00 |

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.


Richard P. DeDreu as President of Richard P. DeDreu & Associates, Inc. an authorized representative of the member.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is BROKERAGE GROUP INTERNATIONAL, L.L.C.
2. The name and the Florida street address of the registered agent are:

RICHARD P. DEDREU & ASSOCIATES, INC.
D/B/A/ RELIABLE INSURANCE BROKERS
1265 SOUTH SEMORAN BLVD.
WINTER PARK FL 32792

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.

RICHARD P. DE DREU & ASSOCIATES, INC.

By: Richard P. DeDreu
Richard P. DeDreu, President

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