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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

State Insurance Group LLC

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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**ARTICLES OF ORGANIZATION
OF
STATE INSURANCE GROUP, L.L.C.**

ARTICLE I

Name of Limited Liability Company

The name of this limited liability company is State Insurance Group, L.L.C.

ARTICLE II

Company Existence

This limited liability company shall have perpetual existence.

ARTICLE III

Principle Place of Business and Mailing Address

The address of the principle place of business of this liability company is 1880 Brickell Avenue, Miami, Florida 33129. The mailing address of this liability company is 1880 Brickell Avenue, Miami, Florida 33129.

ARTICLE IV

Registered Office

The address of the initial registered office of the company is c/o Charles J. Grimsley, Esq., 1880 Brickell Avenue, Miami, Florida 33129. Members may from time to time move the registered office to any other address in Florida.

ARTICLE V

Registered Agent

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Charles J. Grimsley, Esq., 1880 Brickell Avenue, Miami, Florida 33129.

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ARTICLE VI

Members

The initial member of the company shall be: George J. Tarsitano.

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

ARTICLE VII

Right to Continue

The remaining members of the 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 company.

ARTICLE VIII

Management of the Company

The management of the company is reserved to the members. The name and address of the managing member is as follows: George J. Tarsitano, 1880 Brickell Avenue, Miami, Florida 33129.

ARTICLE IX

Organizer

The name and address of the Organizer, who is the authorized representative of all the members, is as follows: George J. Tarsitano, 1880 Brickell Avenue, Miami, Florida 33129.

ARTICLE X

Member's Liabilities and Rights

No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any members of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or coporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from this contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 20 day of September, 1999.


George J. Tarsitano, Organizer

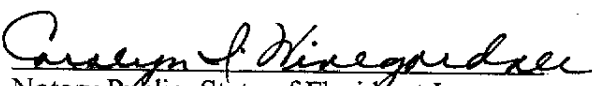
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME the undersigned authority, this day personally appeared, George J. Tarsitano, to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at North Miami Beach, Miami-Dade County, Florida this 20 day of September, 1999.

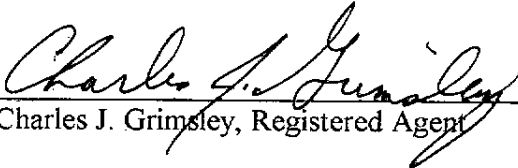


CAROLYN I. WINEGARDNER
My Commission CC661849
Expires Jun. 17, 2000


Notary Public, State of Florida at Large
My Commission Expires: 6-17-00

REGISTERED AGENT ACKNOWLEDGEMENT

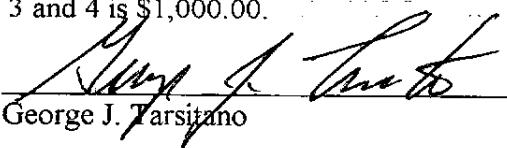
Having been named Registered Agent for the above-named limited liability company, State Insurance Group, L.L.C., at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.


Charles J. Grimsley, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
State Insurance Group, L.L.C.

The undersigned member or authorized representative of a member of State Insurance Group, L.L.C. deposes and says:

1. That the above named limited liability company has one (1) member.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. The agreed value of property other than cash contributed by member(s) is \$-0-.
4. The amount of cash or property anticipated to be contributed by a member(s) is \$ -0-.
5. The total amount of 2, 3 and 4 is \$1,000.00.

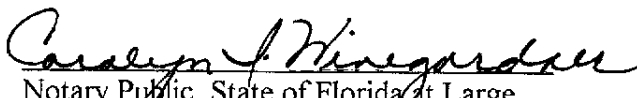

George J. Tarsitano

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 20 day of September, 1999, by George J. Tarsitano, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced PERSONALLY KNOWN, as identification.



CAROLYN I WINEGARDNER
My Commission CC561849
Expires Jun. 17, 2000


Notary Public, State of Florida at Large

CAROLYN I. WINEGARDNER
Print Name

My Commission Expires: 6-17-00