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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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****293.75 ****293.75

CORPORATION(S) NAME

Agency Holdings, LLC d/b/a Insured Choice, LLC

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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6 pages

RESOLUTION OF MEMBERS

(Please print or type)

I, the undersigned Robert A. Pinkerton, Chief Executive Officer of
Flatiron Credit Company, Inc., sole member, do hereby certify
(Name)

that this Resolution of the Members of Agency Holdings, LLC

(Limited Liability Company Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on April 5, 1999.

Be it resolved, that Agency Holdings, LLC
(Limited Liability Company Name)

organized and existing in the State of Delaware, hereby adopts the name

Insured Choice, LLC for use in Florida.

Dated: April 5, 1999

FLATIRON CREDIT COMPANY, INC., sole members

By [Signature]
Signature of either Chairman, Vice Chairman or any officer

Robert A. Pinkerton, Chief Executive Officer
Type or print name

INHS19(496)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Agency Holdings, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. 84-1484771
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 6, 1999 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 600 17th St., Suite 1900 South
Denver, CO 80202
(Street address of principal office)

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8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Bruce I. Lundy</u> <u>600 17th St.</u> <u>Suite 1900 South</u> <u>Denver, CO 80202</u>	<u>Manager</u>	<u>Thomas A. Barba</u> <u>2101 W. Commercial Blvd.</u> <u>Suite 4600</u> <u>Ft. Lauderdale, FL 33309</u>	<u>Manager</u>
<u>Robert A. Pinkerton</u> <u>600 17th St.</u> <u>Suite 1900 South</u> <u>Denver, CO 80202</u>	<u>Manager</u>	_____	_____
<u>Kathleen A. McCarty</u> <u>600 17th St.</u> <u>Suite 1900 South</u> <u>Denver, CO 80202</u>	<u>Manager</u>	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Agency Holdings, LLC

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000 .
(This total includes amounts from 2 and 3 above.)

FLATIRON CREDIT COMPANY, INC., Sole Member

By


Signature of a member or authorized representative of a member.

(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.)

Bruce I. Lundy, President

Bruce I. Lundy, President of Flatiron Credit Company, Inc., Sole Member
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

Agency Holdings, LLC

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Marcia J. Sunahara

(Signature)

Marcia J. Sunahara, Asst. Secy

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGENCY HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel
Edward J. Freel, Secretary of State

9661371

AUTHENTICATION:

DATE:

03-31-99