



L01000003483

ACCOUNT NO. : 072100000032

REFERENCE : 068649 169624A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 125.00

ORDER DATE : March 7, 2001

ORDER TIME : 9:58 AM

ORDER NO. : 068649-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
Buckingham Doolittle &
Burroughs
Suite 201
5551 Ridgewood Drive
Naples, FL 34108

100003810061--5

DOMESTIC FILING

NAME: THOMPSON ESTUARY, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP - EXT 1151

EXAMINER'S INITIALS:

3/10/01

APPROVED AND FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 01 MAR -7 PM 12:11
 RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 MAR -7 AM 10:57
 NOT INTENDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

**ARTICLES OF ORGANIZATION
OF
THOMPSON ESTUARY, LLC**

The undersigned, desiring to form a limited liability company (the "Company") under Chapter 608 of the Florida Statutes (the "Act") does hereby state the following:

ARTICLE I
Name

The name of the Company shall be Thompson Estuary, LLC.

ARTICLE II
Purpose

The Company is formed for any purpose or purposes for which a limited liability company may be formed pursuant to the Act.

ARTICLE III
Principal Place of Business

The initial mailing address and street address of the principal office of the Company shall be 2721 Buckthorn Way, Naples, FL 34105.

ARTICLE IV
Registered Office and Registered Agent

The name of the initial registered agent of the Company is BDB Agent Co. and the street address of the initial registered agent is 2500 N. Military Trail, Suite 480, Boca Raton, FL 33431.

ARTICLE V
Effective Date

The Company's effective date of existence shall be the date of filing of these Articles of Organization.

ARTICLE VI
Duration

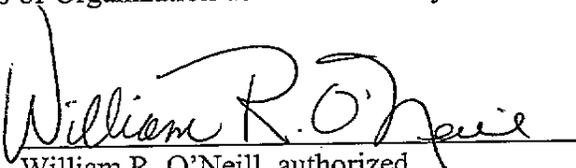
The Company's duration shall be perpetual.

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TALLAHASSEE, FLORIDA
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ARTICLE IX
Initial Matters

The Company will be managed by a manager or managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned, being the authorized representative of a member of the Company hereinbefore named, for the purpose of forming a limited liability company under the Act has executed these Articles of Organization as of this 6th day of March, 2001.


William R. O'Neill, authorized
representative of John Thompson, Member

I, William R. O'Neill, Vice President of BDB Agent Co., an Ohio corporation qualified to do business in the State of Florida, which has been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, hereby on behalf of such corporation accept the appointment as registered agent and agree to act in this capacity. I further agree on behalf of such corporation to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent, and I am familiar with and accept on behalf of such corporation the designation of its position as registered agent.

BDB AGENT CO.
Registered Agent


By: William R. O'Neill, Vice President

APPROVED
AND
FILED
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