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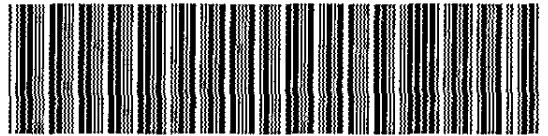
(Business Entity Name)

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February 28, 2003

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

Thompson Family Enterprises, L.L.C.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 28, 2003

UCC FILING & SEARCH SERVICES

SUBJECT: THOMPSON FAMILY ENTERPRISES, L.L.C.
Ref. Number: W03000005888

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 MAR -3 AM 10: 27

RECEIVED

We have received your document for THOMPSON FAMILY ENTERPRISES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can only list one address for the Registered Office/Agent. Please remove one of the addresses listed in Article IV.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 503A00012929

**ARTICLES OF ORGANIZATION
OF THOMPSON FAMILY ENTERPRISES, L.L.C.**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be Thompson Family Enterprises, L.L.C.

ARTICLE II - PERIOD OF DURATION

The period of duration of this limited liability company shall commence on February 26, 2003, and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of this limited liability company shall be c/o Jean M. Thompson, 155 Via Napoli, Naples, FL 34105. The street address of the principal office of this limited liability company shall be 155 Via Napoli, Naples, FL 34105.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this limited liability company in the State of Florida shall be c/o Wilson & Johnson, P.A., 821 5th Avenue South, Ste. 201, Naples, Florida 34102. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this limited liability company is Jeffrey S. Hoffman, whose address is c/o Wilson & Johnson, P.A., 821 5th Avenue South, Ste. 201, Naples, Florida 34102. The Members may from time to time designate a new registered agent.

ARTICLE V - MANAGEMENT

This limited liability company shall be managed by a Manager according to the Operating Agreement of this limited liability company.

ARTICLE VI - NEW MEMBERS

Additional persons may be admitted to this limited liability company as Members only with the prior written consent of Members owning a majority of Class A Membership Units held by all Class A Members, or as otherwise permitted in accordance with the Operating Agreement for this limited liability company.

ARTICLE VII - ORGANIZING MEMBER


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03 MAR -3 PM 2:33
TALLAHASSEE, FLORIDA

ARTICLE VII - ORGANIZING MEMBER

The name and address of the Member of the limited liability company signing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Jean M. Thompson, as Trustee of the Jean M. Thompson Revocable Trust dated 6/11/2002	155 Via Napoli Naples, FL 34105

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Naples, Florida, this 26th day of February, 2003.



Jean M. Thompson, as Trustee of the Jean M. Thompson Revocable Trust dated 6/11/2002

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service 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 as provided in Chapter 608 of the Florida Statutes.

Date: February 26, 2003



Jeffrey S. Hoffman