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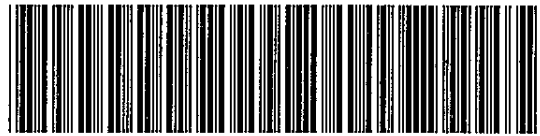
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RAHDERT, STEELE, BRYAN, BOLE & REYNOLDS, P.A.

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THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

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February 21, 2005

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Thompson Family Holdings, L.L.C.

Dear Sir/Madam:

Enclosed please find Articles of Organization of Thompson Family Holdings, L.L.C.
Please file the original and return a copy showing the document filed.

A check in the amount of \$125.00 is enclosed to cover the filing fee.

Thank you for your attention to this matter.

Sincerely,


George K. Rahdert

:mjf
Encl.

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ARTICLES OF ORGANIZATION
OF
THOMPSON FAMILY HOLDINGS, L.L.C.

The undersigned, for the purposes of forming a limited liability company under the provisions of Chapter 608 of the Florida Statutes (hereinafter referred to as "the Company"), hereby agrees to the following:

ARTICLE I - NAME

The name of the Company shall be THOMPSON FAMILY HOLDINGS, L.L.C.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Company is formed for the purpose of engaging in any lawful activity or business for which limited liability companies may be organized under the laws of the State of Florida.

Section 2. The Company may exercise all powers, rights, and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

ARTICLE III - TERMS OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF COMPANY

The principal office of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

ARTICLE V - MAILING ADDRESS OF COMPANY

The mailing address of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

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ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered agent of the Company shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Company located at said site shall be GEORGE K. RAHDERT.

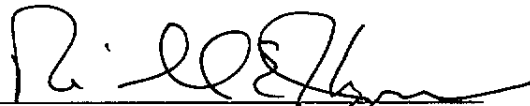
ARTICLE VII - MANAGEMENT

Section 1. The business and affairs of the Company shall be managed by its Managers.

Section 2. The initial Managers are identified as follows:

<u>Name</u>	<u>Address</u>
Richard Thompson	535 Central Avenue St. Petersburg, FL 33701

IN WITNESS WHEREOF, for purposes of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 18 day of February, 2005.


Richard Thompson, Managing Member

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TALLAHASSEE, FLORIDA

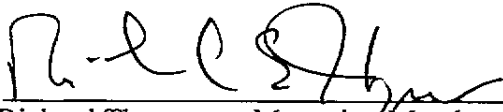
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.407(d) of the Florida Statutes, the following limited liability company, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the company is: THOMPSON FAMILY HOLDINGS,
L.L.C.

2. The name and address of the
registered agent and office is: GEORGE K. RAHDERT
535 Central Avenue
St. Petersburg, Florida 33701

SIGNATURE: _____


Richard Thompson, Managing Member

Date: 2/12/05

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED 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.**

SIGNATURE: _____


GEORGE K. RAHDERT

Date: 2/22/5

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