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TALLAHASSEE, FLORIDA

- Pennington Law Firm
Angie Fausett
(Requestor's Name)

P.O. Box 10095
(Address)

Tallahassee, FL 32303
(City, State, Zip) (Phone #)

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TALLAHASSEE, FLORIDA

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

1. Compass Commercial Insurance Holdings, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<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

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
COMPASS COMMERCIAL INSURANCE HOLDINGS, LLC**

FILED
06 AUG 23 PH 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do set forth the following:

1. NAME.

The name of the Limited Liability Company is Compass Commercial Insurance Holdings, LLC (hereinafter referred to as the "Company").

2. ADDRESS OF PLACE OF BUSINESS.

The mailing and street address of the place of business in Florida for the Company is 215 South Monroe Street, Tallahassee, FL 32301. Such address may be changed from time to time as provided in the Operating Agreement.

3. REGISTERED AGENT.

The initial registered agent in Florida for the Company is Steven M. Malono, Esq., and the mailing address and street address of the initial registered office is located at 215 South Monroe Street, 2nd Floor, Tallahassee, FL 32301.

4. MANAGEMENT.

The Company shall be member managed. There shall be a single Managing Member until such time, if ever, as the members agree to amend these Articles of Organization to add additional Managing Members in accordance with the provisions of the Florida Limited Liability Act and the Operating Agreement. The name and address of

the sole Managing Member is:

1. John Chaplin, 534 East Harris Street, Savannah, GA, 31401.

5. PERIOD OF DURATION.

The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash, and/or a description of the agreed value of property other than cash contributed to the Company, is as follows: one hundred Dollars (\$100) in cash.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. CONTINUITY OF BUSINESS.

Upon 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, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Member to the full extent permitted under the Florida Limited Liability Company Act.

10. PURPOSE.

The purpose for which the Company is organized is sales and marketing of insurance products and engaging in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

11. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed at Ardsey, NY, on the 21st day of August, 2006.

By:

John Chaplin
John Chaplin
Managing Member

STATE OF FLORIDA,

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of August, 2006, by John Chaplin, Managing Member of Compass Commercial Insurance Holdings, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me.

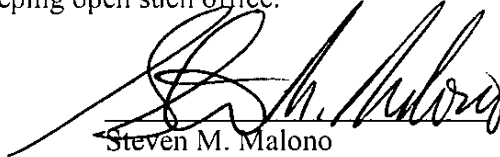
[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
(SEAL)

~~Commission Expires Apr. 24, 20
Qualified in Westchester County
No. 01L16144154
Notary Public, State of New York~~

LIM KIM A.
Notary Public, State of New York
No. 01L16144154
Qualified in Westchester County
Commission Expires Apr. 24, 2007

ACCEPTANCE OF REGISTERED AGENT

Having been named the Registered Agent in the State of Florida for Compass Commercial Insurance Holdings, LLC, at the place designated in the Articles of Organization, Steven M. Malono agrees to act in this capacity, and agrees to comply with the provisions of Chapter 608, Florida Statutes, relative to keeping open such office.


Steven M. Malono

Date: 8.22.06