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Attorney)

June 21, 2007

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Compton Holdings, L.L.C.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Organization
and a check for:

Filing Fee and Registered Agent Designation	\$125.00
Certified Copy	\$ 30.00
Certificate of Status	<u>\$ 5.00</u>
Total:	\$160.00

Should you have any questions, please feel free to contact me at (239) 394-
5161.

Sincerely yours,

Craig R. Woodward

606 Bald Eagle Drive
Suite 500
P.O. Box One
Marco Island, FL 34146
TEL (239) 394-5161
FAX (239) 642-6402

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CRW:tl

Enclosures as noted

**ARTICLES OF ORGANIZATION
OF
COMPTON HOLDINGS, L.L.C.**

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

I. NAME

The name of the limited liability company is Compton Holdings, L.L.C.

II. NATURE OF BUSINESS

The limited liability company shall be for the purpose of operating, developing, owning, acquiring, subdividing, leasing, selling and managing real property located in Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

III. BUSINESS ADDRESS

3.1 The mailing address of the Company is 8095 Palomino Drive, Naples, Florida 34113.

IV. DURATION

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

V. ADDRESS

The initial address of the principal office of this limited liability company in the State of Florida is 8095 Palomino Drive, Naples, Florida 34113.

The manager may, from time to time, move the principal office to any other address in the State of Florida.

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VI. MANAGEMENT

6.1 The management of this limited liability company shall be vested in up to three (3) managers. The initial manager shall serve until the first annual meeting of members or until her successor or successors are elected and qualify. The name and address of the initial manager is as follows:

Barbara Compton
8095 Palomino Drive
Naples, Florida 34113

6.2 All managers shall be elected by the members annually. Members shall be entitled to vote that number of votes which equates to their percentage interest in the company.

VII. INITIAL MEMBERS AND ORGANIZERS

7.1 The initial members and organizers of the company and their addresses are as follows:

<u>Names</u>	<u>Addresses</u>	<u>Percentage Interest in Co.</u>	<u>No. of Votes Allocated</u>
Barbara Compton	8095 Palomino Drive Naples, Florida 34113	40%	1
Deborah Compton	1982 Sheffield Drive Marco Island, Florida 34145	30%	1
Jeffrey Compton	1982 Sheffield Drive Marco Island, Florida 34145	30%	1

7.2 All transfers or assignments shall be permitted. However, if all other members of the limited liability company, other than the member proposing to dispose of his or its interest, do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

VIII. PROFITS AND LOSSES

8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the company. Such distributive share of the profits of the company shall be paid to the members at such time as determined by a majority of the managers.

8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

IX. BOOKS AND RECORDS

9.1 The managers shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.

9.2 The managers shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.

X. REGISTERED AGENT

Craig R. Woodward whose address for service of process is 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145 shall be the registered agent for the limited liability company.

XI. AMENDMENTS

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.



Barbara Compton, Managing Member

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Craig R. Woodward

This Instrument Was Prepared By:
Craig R. Woodward, Esquire
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