

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

L970000000430

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:06

SUBJECT: Compass Strazzulla, L. C.
Proposed limited liability company name - must include suffix

Enclosed is an original and one (1) copy

Filing fee for articles of Organization of Florida Limited Liability Company

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgment will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please find one check enclosed for the total amount made payable to the Florida Department of State.

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-04/21/97--01077--001
****293.75 ****293.75

FROM: Robert M. Blackford
Name

108 SE Crestwood Circle, Box 326
Address

Stuart, FL 34995
City State and Zip

561 288 - 0188
Daytime Telephone Number

D. BROWN APR 22 1997

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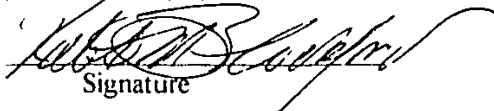
ARTICLES OF ORGANIZATION

Articles of Organization of Compass Strazzulla, LC.

Under Florida Statute Chapter 608.40 et seq Limited Liability Company Law.

- First: The name of the limited liability company is **Compass Strazzulla, LC.**
108 S E CRESTWOOD CIRCLE - STUART, FLORIDA 34997
- Second: The county within this state in which the offices of the limited liability company is to be located is Martin County, Florida
- Third: The latest date on which the limited liability company is to dissolve is the First Day of April in the Year Two Thousand and Ninety Six, and the effective date of the company's existence shall be April first, 1997.
- Fourth: The name and address of the Registered Agent of the limited liability company upon whom and at which process against the limited liability company can be served is Robert M. Blackford, P.O. Box 326, Stuart FL 34995 (mail), 108 S E Crestwood Circle, Stuart FL 34997, who hereby accepts this appointment and is familiar with and accepts the obligations of that position.
- Fifth: The limited liability company has at least two members and is to be managed by one Member Manager, Compass Outdoor, Ltd., Robert M Blackford, Manager, who hereby accepts the obligations of this position..
- Sixth : Additional members may be admitted upon the unanimous written agreement of the Initial Members. The Initial Members and Additional Members, if any, are referred to collectively herein as the "Members".
- Seventh The Company shall be governed by the Regulations in the Compass Strazzulla Operating Agreement.

IN WITNESS WHEREOF, this certificate has been subscribed this ____ day of March, 1997 by the undersigned who affirms that the statements made herein are true under penalties of perjury.


Signature

Robert M. Blackford. Manager
Name Title

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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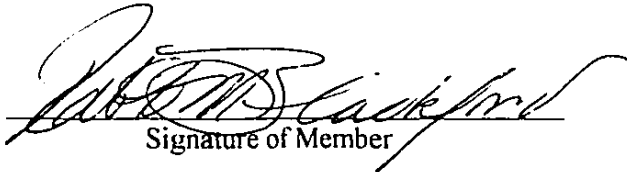
The undersigned member of Compass Strazzulla, L.C. deposes and says:

(1) the above named limited liability company has at least two members.

(2) the total amount of cash contributed by the members is: \$300,000.00

(3) if any, the agreed value of property other than cash contributed by members is: \$300,000.00

The total amounts of cash and property is: \$600,000.00


Signature of Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PROPERTY CONTRIBUTION SCHEDULE

Property other than cash contributed to Compass Strazzulla, L.C.

by Strazzulla Bros Co., Inc. , one 99 year land lease on portions of certain parcels of land described as parcels #13071130015000/0, 1306222002600/2, 12011110002000/5, St. Lucie County Florida .


Signature


Title

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Compass Strozzylla, L.C.

2. The name and address of the registered agent and office is:

Robert M. Blackford

(NAME)

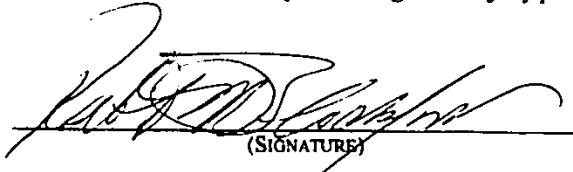
108 S E Crestwood Circle

(P. O. Box NOT ACCEPTABLE)

Stuart, FL 34997

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process 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.


(SIGNATURE)

3-24-97
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent