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June 29, 1999

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

900002920589--6
-07/01/99--01038--001
****285.00 ****285.00

Re: **Articles of Organization for COMPASS SECURITY SERVICES, LLC**

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Organization for **COMPASS SECURITY SERVICES, LLC**. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	<u>35.00</u>
	\$285.00

Thank you for your assistance.

Very truly yours,

James P. Hines
James P. Hines

JPH:cn
Enclosures
Check: \$285

cc: Lee R. Falk (w/ encls.)

L99-4131

Name	<i>JP-79</i>
Availability	
Document Examiner	<i>JP</i>
Updater	<i>JP</i>
Updater Verifier	<i>JP</i>
Approval	<i>JP</i>
P. Verifier	<i>JP</i>

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned person, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits these Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is: Compass Security Services, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4906 Estrella
Tampa, Florida 33629

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall commence July 1, 1999, and shall thereafter be perpetual.

ARTICLE IV - Management

The Limited Liability Company shall be managed by its managing member, and the name and address of said member is:

Lee R. Falk
4906 Estrella
Tampa, Florida 33629

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members, and the terms and conditions of the admissions, shall be determined by the managing member referred to in Article IV hereinabove, said managing member being the initial sole member of the Limited Liability Company.

ARTICLE VI - Members Rights To Continue Business

The remaining members of the Limited Liability Company, if any, shall be entitled to continue the business on 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 Limited Liability Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member of Compass Security Services, LLC certifies that:

- a) the above-named limited liability company has one member;
- b) the total amount of cash contributed by the member is \$ 0;
- c) the agreed value of property, other than cash, contributed by the member is none; and
- d) the total amount of cash and property contributed and anticipated to be contributed by the member is \$15,000.

IN WITNESS, the undersigned member has executed these Articles, and hereby acknowledges that, 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.



Lee R. Falk, as Member

FILED
99 JUL - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

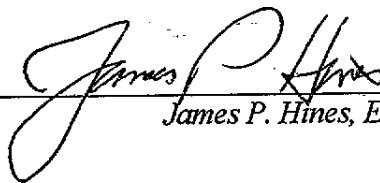
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is Compass Security Services, LLC
2. The name and the Florida street address of the registered agent are:

James P. Hines, Esq.
Hines Norman & Associates, P.A.
315 South Hyde Park Avenue
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above-named 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.


James P. Hines, Esq.

FILED
99 JUL -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA