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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 2000

via Federal Express

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

Re: Incorporation of COMPTON LAND & CATTLE, INC.

Dear Sir or Madam:

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-11/07/00--01102--006
*****78.75 *****78.75

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;

2. An original and one copy of the Certificate Designating Registered Agent; and

3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

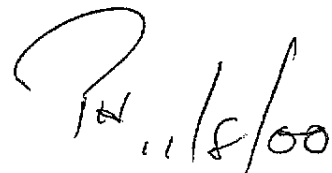
a. Filing Fee	\$35.00
b. Certified copy	8.75
c. Registered Agent designation	<u>35.00</u>
Total	<u>\$78.75</u>

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Jana Andrews

JA/vr
Enclosures
cc: William W. Compton



ARTICLES OF INCORPORATION
OF
COMPTON LAND & CATTLE, INC.

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SECRETARY OF STATE
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ARTICLE I
NAME

The name of the Corporation is COMPTON LAND & CATTLE, INC.. The address of the Corporation is 7225 N. Mobley Road, Odessa, Florida 33556.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in agricultural activities and pursuits, including the raising of horses and cattle, the growing and production of hay, crops, timber, and plants, and nursery; to engage in any activity or business incidental to or related to the above purposes; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation 7225 N. Mobley Road, Odessa, Florida 33556, and the name of the initial Registered Agent of the Corporation at that address is William W. Compton.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of the Corporation are:

William W. Compton
7225 N. Mobley Road
Odessa, Florida 33556

Linda L. Compton
7225 N. Mobley Road
Odessa, Florida 33556

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:
William W. Compton, 7225 N. Mobley Road, Odessa, Florida 33556.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

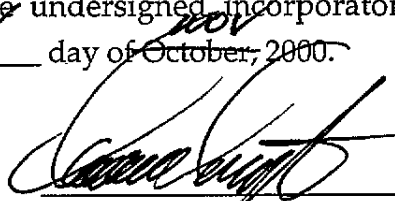
**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12/ day of 2000.



William W. Compton
INCORPORATOR AND SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That **COMPTON LAND & CATTLE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 7225 N. Mobley Road, Odessa, Florida 33556, has named William W. Compton, located at 7225 N. Mobley Road, Odessa, County of Hillsborough, State of Florida 33556 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By


WILLIAM W. COMPTON
REGISTERED AGENT

Date: NOV 1st, 2000