

F03 000005894

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

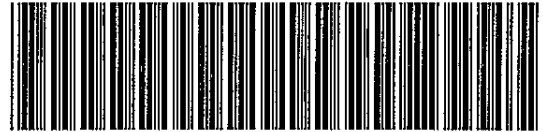
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 14, 2003

ROBERT SIEGEL
954 W. WASHINGTON BLVD., 3RD FLOOR
CHICAGO, IL 60614

SUBJECT: COMPASS ENVIROMENTAL, INC.
Ref. Number: W03000033781

We have received your document for COMPASS ENVIROMENTAL, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

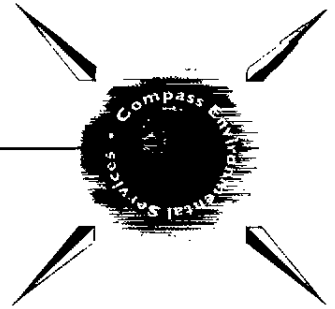
Tammi Cline
Document Specialist

Letter Number: 703A00061914

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COMPASS ENVIRONMENTAL, INC.

Total Environmental Services
954 W. Washington Blvd.
Chicago, IL 60607
800.595.7304
Fax 312.492.6597



VIA UPS OVERNIGHT

November 24, 2003

Ms. Tammi Cline
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Good Standing for Compass Environmental, Inc.

Dear Ms. Cline:

I am writing in response to your letter dated November 14, 2003. Enclosed please find a Certificate of Good Standing from Delaware for Compass Environmental, Inc. dated 9/10/03 to complete our application for a Certificate of Authority from the State of Florida. Please call me at (312) 432-3920 if you have any questions. Thank you.

Sincerely,

A handwritten signature in black ink that reads "Robert Siegel". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Robert Siegel
General Counsel

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Compass Environmental, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert Siegel

(Name of Person)

Compass Environmental, Inc.

(Firm/Company)

954 W. Washington Blvd., 3rd Floor

(Address)

Chicago, IL 60614

(City/State and Zip code)

For further information concerning this matter, please call:

Robert Siegel at (**312**) **432-3920**
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **Compass Environmental, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware** _____ 3. **35-1939637**
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **04/29/03** _____ 5. **perpetual**
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. **Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **954 W. Washington Blvd., 3rd Floor, Chicago, IL 60614**

(Principal office address)

same

(Current mailing address)

8. **Commercial Contractor**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)


9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays St.**

Tallahassee, Florida **32301**
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: **Jonathon Markoff**

Address: **954 W. Washington Blvd., 3rd Floor**
Chicago, IL 60607

Vice Chairman: **Patrick Kemp**

Address: **1021 E. Wallace St.**
Fort Wayne, IN 46803

Director: **Nick Garcia**

Address: **840 S. Davis Blvd.**
Tampa, FL 33606

Director: **James Gordon**

Address: **900 N. Michigan Ave.**
Chicago, IL 60611

B. OFFICERS

President: **Jonathon Markoff**

Address: **954 W. Washington Blvd., 3rd Floor**
Chicago, IL 60607

Vice President: _____

Address: _____

Secretary: **Robert Siegel**

Address: **954 W. Washington Blvd., 3rd Floor, Chicago, IL 60607**

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Robert Siegel*
(Signature of Director or Officer listed in number 12 of the application)

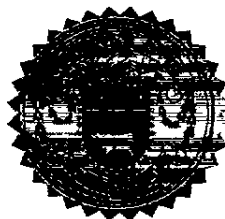
14. **Robert Siegel, Secretary**
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPASS ENVIRONMENTAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF SEPTEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3652583 8300

AUTHENTICATION: 2626839