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TRANSMITTAL LETTER

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

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-04/03/97--01048--009
*****78.75 *****78.75

SUBJECT: COMPSERVICE FIRST, INC.
(Proposed corporate name - must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: SEAN P. MURPHY
Name (printed or typed)

4624 Cherry Road
Address

West Palm Beach FL 33417
City, State & Zip

561-475-9513
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 4:01

NOTE: Please provide the original and one copy of the articles.

UJW 4-3-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 4:02

**ARTICLES OF INCORPORATION
OF COMPSERVICE FIRST, INC.**

The undersigned natural persons, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **COMPSERVICE FIRST, INC.**

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- a. To transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall be without par value.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$1,000.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 4624 Cherry Road, City of West Palm Beach, County of Palm Beach, State of Florida 33417. The name of the initial registered agent of the corporation, located at such office, is Sean P. Murphy.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
Sean P. Murphy	4624 Cherry Road, West Palm Beach West Palm Beach, FL 33417

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

Name	Address
Sean P. Murphy	4624 Cherry Road, West Palm Beach West Palm Beach, FL 33417

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

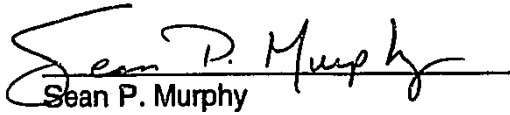
ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least the majority of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him/her.

I hereby am familiar with and accept the duties and responsibilities as registered agent for
COMPSERVICE FIRST, INC.


Sean P. Murphy

In witness hereof, I, the undersigned incorporator of this corporation, has executed
these articles of incorporation at Bayton Beach, FL on March 31, 1997.


Sean P. Murphy

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