

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 11 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-224-8870 • Fax (850) 224-8871

F00000000 793

Compass Marketing
Lena

Adm - 2,615.00

BK 2/10/00
(18)

Signature _____

Requested by: ES

Name _____

Date 2/7/00

Time 10:25

Walk-In _____

Will Pick Up _____

000003125480--8
-02/11/00--01047--016
***2615.00 ***2615.00

000003125480--8
-02/07/00--01062--011
*****87.50 *****87.50

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☒ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☒ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

FILED
DIVISION OF CORPORATIONS
00 FEB 10 AM 10:59

FILED
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03

RECEIVED
00 FEB 10 AM 11:03
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2000

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: COMPASS MARKETING, INC.
Ref. Number: W00000003333

RECEIVED
CORPORATIONS
FEB 10 AM 11:03

We have received your document for COMPASS MARKETING, 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:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

ALSO, please note that your application indicates that this corporation has been transacting business in Florida since August 27, 1996. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,615.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00006114



175 Northshore Place Gulf Shores, Alabama 36542
P O Box 3388, Gulf Shores, Alabama 36547
334-968-4600 FAX 334-968-5938

FAX TRANSMITTAL

FILED
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03

DATE: FEBRUARY 9, 2000

Pages (includes cover) 10

TO: Brenda Tadlock/Buck Rohr

COMPANY: FL DEPARTMENT OF STATE-DIVISION OF CORPS

FAX NUMBER: 850-410-1015

FROM: KAREN O'CONNOR

A handwritten signature in cursive script, appearing to read 'Karen', is written over the printed name 'KAREN O'CONNOR'.

RE: Foreign Corporation Registration

Included in this fax is a letter to Mr. Gerald York asking for a resolution on our Florida Registration Application that is currently in your office. I've included copies of the indexes and an article that we used as a guide. Please review and let me know if you need any additional information to go with this information. Do you want me to forward the original by mail or overnight to Capital Connections, Inc.?

I've also faxed a copy of our corporate resolution. It is my understanding you need an original copy. If so, I will overnight to Capital Connections, Inc. so that they may stay involved in this process.

When all the issues have been addressed and you are able to continue processing this registration, I'd like you to forward it to Capital Connections, Inc. because they are our registered agent in Florida. They will overnight the information back to us.

Thank you for all your help!



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03

February 9, 2000

Mr. Gerard York
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Mr. York:

We recently filed for foreign corporation status in Florida. We entered a beginning date of the business as August 27, 1996 since we had filed the necessary tax documents from that time forward. When we were informed of the penalties for failing to register at that time, we reviewed the files supplied to us by the State of Florida to determine how we could have overlooked this issue.

When we inquired about doing business in Florida, none of the information we received indicated we needed to register with the Secretary of State. Most of the information we received came from the Department of Revenue and identified taxes we were responsible for paying and reporting. We did file all the necessary tax reports as they became due. (Enclosed are indexes of two of the publications we received.)

We also noted that our method of conducting business in Florida might not constitute transacting business under the Foreign Corporations Act since we only obtain orders in Florida. Our acceptance of those orders and advertising agreements actually occurs in Alabama where all of the paperwork and production processes are handled. (Please refer to Business Corporation Act, XV Foreign Corporations, 607.1501, 2(f).)

We would like to register as a foreign corporation in the state of Florida as of this date because we are now preparing to transact business that would require registration. We want to avoid any future questions about our ability to transact business within Florida.

Please advise us what steps we need to take to resolve this issue.

Sincerely,

David S. Greer
Vice President

DSC:kb

175 Northshore Place
Gulf Shores, AL 36542
Phone: 334-968-4600
Fax: 334-968-5938

Regional Office:
225 Main St. Suite 7
Destin, FL 32541
Phone: 850-650-1741
Fax: 850-650-1885

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Florida BUSINESS & NEWCOMERS References & Resources For Florida Business

00 FEB 1995-96
GUIDE

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Florida Department of Commerce
Division of Economic Development
Bureau of Business and Community Services
107 W. Gaines St., Room 443, Collins Bldg.
Tallahassee, FL 32399-2000
(904) 488-9357 or (800) 342-0771 (in Florida)

1995-96

SUBURBAN AMENITIES...

URBAN SOPHISTICATION...

MIXED-USE APPROVALS IN PLACE

THE SITES

52 Total Acres Available for Sale or Build-to-Suit, Conceptually planned for:

- ◆ Parcel 1 — On I-4... Two 50,000 s.f. Mid-Rise Office Buildings, or... One 100,000 s.f. Building
- ◆ Parcel 2 — 400 Residential Condominium Units, 14-Story Buildings, Covered Parking
- ◆ Parcel 3 — Four Lakefront Restaurant Sites in a Festival Wharf Setting, plus... 300+ Unit Hotel, plus... 100,000 s.f. Support Retail, plus... 1.2 million s.f. of highrise offices.



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- ◆ Lakeside Setting with Festivals and Concerts
- ◆ In the Midst of Thousands of Upscale Residences — Homes, Condos, Apartments
- ◆ 60-Day Construction Permit Turnaround
- ◆ 20-Stories or More Heights — the ONLY High-Rise Developments on I-4, North of Downtown Orlando
- ◆ 1.9 FAR Density

For Details Please Contact:
Peter A. Gianelli, President
(407) 834-9560

370 Whooping Loop
Suite 1136
Altamonte Springs, FL 32701

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00 FEB 10 AM 11:48
CLERK OF SUPERIOR COURT
JANUARY 1995

Obtain Required Licenses & Permits

The following guidelines provide basic information needed to begin any business in Florida as far as initial licenses, permits and registration requirements by local, state and federal government agencies are concerned.

A partial list of state licensing agencies and the businesses or occupations which they license, as well as a list of certain regulating agencies and the areas regulated, has been provided for additional information. No attempt has been made to provide a complete list of businesses or occupations licensed or areas which are regulated. The professions listed are based on the most frequently requested information. For information pertaining to licenses, permits and registration requirements on subjects not listed contact:

Florida Department of Commerce
Division of Economic Development
Bureau of Business and Community Services
443 Collins Bldg.
Tallahassee, FL 32399-2000
(904) 488-9357 or
(800) 342-0771 (in Florida)

FEDERAL

940 Employer's Annual Unemployment Tax Return

Used to report and pay, on an annual basis, the federal unemployment compensation tax. If a business does not have employees, this form is not needed.

941 Employer's Quarterly Federal Tax Return

Used to report, on a quarterly basis, the income tax and social security withheld from employees' wages and the social security matched by the employer.

Other Federal Forms

Specially regulated industries such as liquor and firearms are required to file other federal forms periodically. The regulatory agency will provide the appropriate reporting requirements.

SS-4 Application for Employer Identification Number

When this form is properly completed

and submitted to the Internal Revenue Service, it registers a business with the federal government. With the exception of a sole proprietor, this registration is required even though a business may not have employees. The form must be filed on or before the seventh day after the date on which business begins.

To request application:
U.S. Internal Revenue Service
Atlanta, GA 39901
or call (800) 829-3676

Ask for a copy of the Small Business Tax Kit for either a sole proprietor, a general partnership or a corporation. The IRS also conducts workshops on the information contained in these kits (see page 31).

STATE

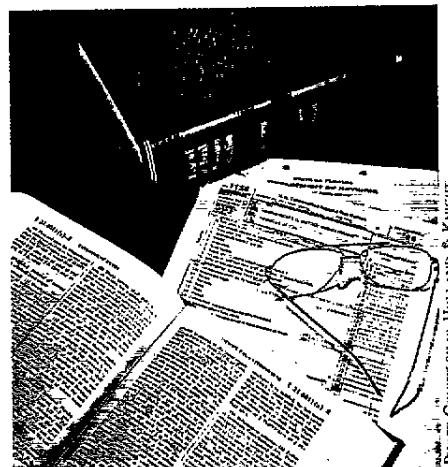
DR-1 Application for Certificate of Registration (Sales Tax Number)

The State of Florida requires collection of a 6% retail sales tax on most items, and the sale, resale or lease of tangible personal property or the rental of real property. Many Florida counties also have a discretionary tax (1/2% or 1%) collected by the Department of Revenue. All businesses which collect the sales tax must secure a Certificate of Registration (sales tax number) from the Department of Revenue. A \$5.00 registration fee is required for Florida businesses. A business found operating without being registered may be required by the Department of Revenue to pay a \$100.00 registration fee. Anyone reporting a non-registered business which is required to register may receive a \$100.00 reward.

DR-15 Sales and Use Tax Report

Used to report and pay monthly the state sales tax collected. When the report and payment are submitted correctly and on time, the dealer retains a collection allowance of 2.5% of the first \$1,200 of tax submitted, a maximum of \$30.00 per return.

DR-601-C Intangible Personal Property Tax Return (Corporations and Partnerships)



DR-601-I Intangible Personal Property Tax Return (Individual and Fiduciary)

Used to report and pay tax annually on intangible property such as accounts receivable, stocks and bonds, notes and loans. Tax is due by June 30 for value of intangibles owned on January 1.

Corporate Income Tax

This is to be filed only if a business is a corporation. General or limited partnerships are not subject to this tax unless one partner is a corporation, in which case a Florida partnership return must be filed. S Corporations file the first year of business in Florida, but are often exempted in subsequent years.

The above forms and information on state taxes may be obtained from one of the 25 taxpayer service centers located around the state, or contact:

Department of Revenue
Bureau of Tax Information
P.O. Box 7443
Tallahassee, FL 32314-7443
(904) 488-6800 or
(800) 352-3671 (in Florida) or
(800) 367-8331 (hearing impaired)

UCS-1 Report to Determine Status

Used to determine if the employer is liable for unemployment compensation taxes and to apply for a state unemployment compensation tax number.

UCT-6 Unemployment Compensation Tax Return

Used to report and pay quarterly employer's unemployment compensation tax based on employees' wages. This is paid to the State Unemployment

Compensation Fund, not to be confused with workers' compensation insurance.

The above forms and compliance information may be obtained from:

Department of Labor and Employment Security, Division of Unemployment Compensation

Caldwell Bldg., Room 308
Tallahassee, FL 32399-0214
(904) 921-3893

Workers' Compensation

If a business has four or more employees, workers' compensation coverage may be required. Construction-related businesses may have other requirements.

Department of Labor and Employment Security-Division of Workers' Compensation

Bureau of Compliance
2728 Centerview Dr.
Forrest Bldg., Suite 100
Tallahassee, FL 32399-0663
(904) 488-2713

Other State Forms

Specially regulated industries, as mentioned previously, are required to file various forms periodically. Contact the regulatory agency for additional information.

DR-405 Tangible Personal Property Tax Report

Used to report tangible personal property (equipment, furniture, etc.), livestock and inventory on an annual basis. Check with the county property appraiser.

Local Occupational Licenses

Occupational licenses are required for each business location and are issued by most Florida counties and cities. These licenses are considered local option taxes. Both a city and county occupational license may be needed, depending on local laws and the location in Florida. Check with the tax collector's office in the county in which the business is located and the city clerk to determine which licenses are needed.

Certificate of Occupancy

After a business location has been selected, a certificate of occupancy must be obtained. Check with the city building inspection division to determine which forms are needed for the particular business.

Zoning Permits (Certificate of Use)

Check with the county planning department or building inspection division to determine which forms are needed for the particular business location. ▼

OPPORTUNITIES.



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FLORIDA

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State Licensing Agencies

Please Note: This is not a complete list and some businesses may need a legal determination to establish whether or not a state license is required. If you have any questions, please call the Florida Business Line at (800) 342-0771.

Department of Business and Professional Regulation

1940 N. Monroe St.

Tallahassee, FL 32399-0750

Certified Public Accounting

(904) 955-2165

Board of Architecture & Interior Design

(904) 488-6685

Board of Professional Geologists

(904) 488-1105

Board of Landscape Architecture

(904) 488-6685

Athlete Agents

(904) 922-4977

Talent Agents

(904) 487-9615

Board of Massage

(904) 488-6021

Board of Auctioneers

(904) 488-5189

Board of Hearing Aid Specialists

(904) 487-1813

Barbers' Board

(904) 488-6888

Board of Cosmetology

(904) 488-5702

Construction Industry Licensing Board

(904) 359-6310

Alarm Systems Contractors

Electrical Contractors

(904) 488-3109

Board of Employee Leasing

(904) 922-2971

Board of Funeral Directors and

Embalmers

(904) 488-8690

Board of Pilot Commissioners

(904) 488-0698

Waste Water Management

(904) 488-9629

Asbestos Consultants

(904) 487-9609

Industrial Hygienists

(904) 487-9609

Board of Professional Engineers

(904) 488-9912

Board of Professional Surveyors and Mappers

(904) 488-9912

Division of Real Estate

Real Estate Appraisers Board

(407) 423-6053

Agency for Health Care Administration

The Atrium

325 John Knox Rd.

Tallahassee, FL 32399-0750

(904) 488-0595

Board of Dentistry

(904) 488-6015

Electrolysis

(904) 488-3372

Council on Licensed Midwifery

(904) 487-4940

Board of Acupuncture

(904) 488-6039

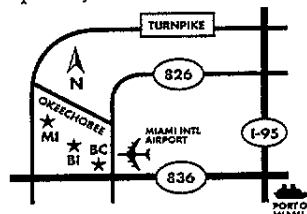
Board of Physical Therapy Dietetics and Nutrition

(904) 487-3372

Occupational Therapy

(904) 487-3372

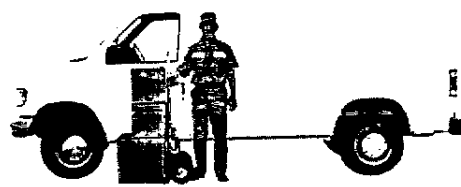
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Respiratory Care

(904) 487-3372

Chiropractic Peer Review

(904) 487-9832

Board of Chiropractic

(904) 487-2395

Board of Optometry

(904) 488-7484

Board of Podiatry

(904) 487-1814

Board of Nursing

(904) 359-6331

Certified Nursing Assistant

(904) 488-8401

Board of Pharmacy

(904) 488-7546

Clinical Laboratory Personnel

(904) 487-3240

Certified Master Social Workers

(904) 487-2520

**Board of Clinical Social Work,
Marriage and Family Therapy and
Mental Health Counseling**

(904) 487-2520

Board of Veterinary Medicine

(904) 487-1820

School Psychology

(904) 922-6728

Board of Psychological Examiners

(904) 922-6728

Board of Osteopathic Medicine

(904) 922-6725

**Board of Speech-Language Pathology
and Audiology**

(904) 487-2059

Board of Opticianry

(904) 487-2397

**Board of Nursing Home
Administrators**

(904) 488-7487

**Nursing Homes /Home Health
Agencies**

(904) 487-3515

Adult Congregate Living Facilities

(904) 487-2717

Department of State**Game Promotions****Private Investigative Agencies****Unarmed/Armed Guards****Division of Licensing**

(904) 488-5381

**Department of Health and
Rehabilitative Services****Day Care Centers****Children and Family Services**

(904) 488-4900

Department of Insurance**Bailbondsmen and Runners****Insurance Companies****Bureau of Licensing**

(904) 922-3137

**Department of Banking and
Finance****Securities Broker, Division of****Securities & Investor Protection**

(904) 488-9805

Collection Agencies

(904) 487-0510

Home Improvement Finance, Retail**Installment Sales, Mortgage Broker****Division of Finance**

(904) 487-2583

Check Cashing Services

(904) 488-1410

**Department of Agriculture
and Consumer Services****Motor Vehicle Repair****Telemarketing****Travel Agents****Health and Exercise Clubs****Division of Consumer Services**

(904) 488-2221 or (800) 435-7352

(in Florida)

Plant Nurseries**Division of Plant Industry, Bureau of****Plant Inspection**

(904) 372-3505

Exterminators**Entomology Services****Pest Control Section**

(904) 798-4612

**Department of Highway
Safety and Motor Vehicles****Automobile Dealers Licensing**

Kirkman Bldg., Room A-312

Tallahassee, FL 32399-0635

(904) 488-4958 (Eleven district offices are
located in major cities) ▼

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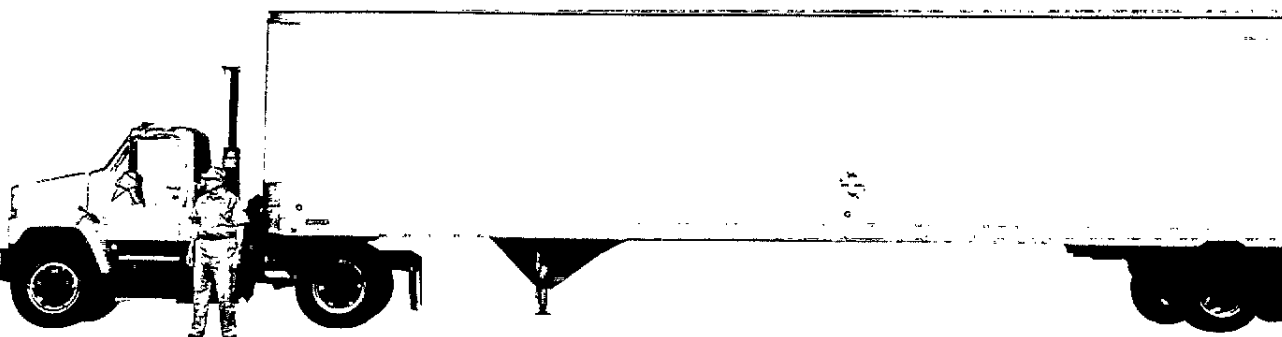
Codina Bush Klein


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MEDLEY INDUSTRIAL PARK On Okeechobee Road, at the Florida Turnpike this new industrial park is earmarked for a variety of industrial uses. Lots for sale and build-to suit facilities are available.

For more information call us at
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Florida Business & Newspaper Guide

REQUIREMENTS ▼

Requirements For Employers

While federal and state labor laws do not regulate many employment practices (vacation time, holidays, lunch breaks), a number of practices are regulated to protect workers from exploitation and injury. The laws provide certain wage parameters, protection from toxic substances, regulate alien employment and prohibit discrimination in employment and housing. A display of certain posters may be required. The following agencies have information on compliance with federal and state labor laws:

FEDERAL

U.S. Department of Labor, Wage and Hour Division - *Minimum wage, polygraph testing and equal employment opportunity.*

U.S. Department of Labor
Wage and Hour Division
200 Constitution Ave. NW, Room S-3325
Washington, DC 20210 (202) 219-8743

Area offices in Florida (sub-offices located in other Florida cities):

Fort Lauderdale: (954) 356-7036

Federal Bldg.
299 East Broward Blvd., Room 409, 33301

Jacksonville: (904) 232-2489

3928 Phillips Hwy., Suite 219, 32207

Miami: (305) 598-6607

1003 Sunset Center Dr., Room 255, 33173

Orlando: (407) 648-6471

3444 McCarty Place, Suite 155, 32803

Tampa: (813) 288-1242

Austin Laurel Bldg., Suite 300

4905 West Laurel St., 33607

U.S. Department of Labor, Occupational Safety and Health Administration (OSHA)
- *Workplace safety and health.*

U.S. Department of Labor

OSHA

200 Constitution Ave. NW, Room N-3101

Washington, DC 20210 (202) 219-4667

Area offices in Florida:

Jacksonville: (904) 232-2895

1851 Executive Center Dr.

Suite 227, 32207

Fort Lauderdale: (954) 424-0242

8040 Peters Rd., Bldg. H-100, 32207

Tampa: (813) 626-1177

5807 Breckinridge Pkwy., Suite A, 33610

STATE

Unemployment Compensation Regulations
Department of Labor and Employment Security

Division of Unemployment Compensation
Employer Status Section - Bureau of Tax
525 John Knox Rd.

Woodcrest Office Park, Bldg. L-101

Tallahassee, FL 32303 (904) 921-3893

Proof of Age - *If employment of minors is anticipated.*

Department of Labor and Employment Security
Bureau of Compliance

2661 W. Executive Center Circle

Clifton Bldg., Room 101

Tallahassee, FL 32399-2150 (904) 487-2536

Workers' Compensation Insurance - *Required for businesses with four or more employees. Construction-related businesses may have additional requirements. New employers information packet available.*

Department of Labor and Employment Security, Division of Workers' Compensation,
Bureau of Compliance

2728 Centerview Dr.

Forrest Bldg, Suite 100

Tallahassee, FL 32399-0663 (904) 488-2713

SPECIAL REGULATIONS ▼

Manufacture and Sale of Alcoholic Beverages

Department of Business and Professional Regulation
Division of Alcoholic Beverages and Tobacco
1940 N. Monroe St.
Tallahassee, FL 32399-1021
(904) 488-8288

Environmental Regulation and Permitting

Florida Department of Environmental Protection
3900 Commonwealth Blvd.
Tallahassee, FL 32399-3000
(904) 488-4805

Fire Equipment, Fire Protection Systems, Explosives and Fireworks -

Dealers and contractors for this type of equipment must be licensed.
Department of Insurance
Bureau of Fire Prevention
101 E. Gaines St.
Tallahassee, FL 32399-0300
(904) 922-3172

Freshwater Commercial Fishing -

Florida residents contact the local tax collector. Nonresidents contact:
Game and Freshwater Fish Commission
620 S. Meridian St.
Tallahassee, FL 32399-1600
(904) 488-4066

Saltwater Commercial Fishing

Department of Environmental Protection
Bureau of Marine Patrol Support Services
3900 Commonwealth Blvd.
Tallahassee, FL 32399-3000
(904) 487-3122

Hotels and Restaurants - *Health inspections and permits are required for food*

and lodging facilities such as restaurants, hotels and motels, rooming houses and condominiums. Contact one of seven district offices located in major cities, or:
Department of Business and Professional Regulation, Division of Hotels and Restaurants
1940 N. Monroe St.
Tallahassee, FL 32399-1011
(904) 488-1133

Liquefied Petroleum Gas - *Manufacturers, dealers, installers, dispensers of LP gas, appliances and equipment are required to have permits.*

Department of Agriculture and Consumer Services - Bureau of LP Gas
227 N. Bronough St., Suite 7250
Tallahassee, FL 32301
(904) 921-8001

Commercial Driver's License

Local driver's licensing offices issue.

Out-of-state, contact:

Florida Department of Highway Safety and Motor Vehicles, Division of Driver Licenses Processing and Issuance, Kirkman Bldg.
Tallahassee, FL 32399-0575
(904) 488-0250

Secondhand Dealer's License - *Pawnbrokers, antique dealers, thrift shops, etc., register at one of the 25 taxpayer service centers located around the state, or contact:*

Florida Department of Revenue
Bureau of Tax Information
P.O. Box 7443
Tallahassee, FL 32314-7443
(904) 488-6800 or
(800) 352-3671 (in Florida)



RECEIVED
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (334) 968-5938

Please deliver the following pages to:

NAME: David S. Greer, Vice President

COMPANY: Compass Marketing, Inc.

CITY/STATE: Gulf Shores, Alabama

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 02/09/00 3:12 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is further to our conversation today regarding statutory penalties assessed against Compass Marketing, Inc. under section 607.1502(4), Florida Statutes.

Compass Marketing, Inc., has filed an Application for a Certificate of Authority indicating it has transacted business in Florida since 1996. If this is correct, then an amount of \$4615 in statutory penalties and annual report fees is now due. To avoid litigation, however, we would offer to settle the issue of foreign non-qualified penalties from Compass Marketing, Inc., for the sum of \$2615, reflecting penalties

from 1996 of \$2000 assessed at the statutory minimum of \$500 per year, plus annual report fees of \$615.

Upon receipt of a check for \$2615 amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Compass Marketing, Inc. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250. Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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Department of State

Memorandum Office of the General Counsel

STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 10, 2000

RE: Compass Marketing, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1996 of \$615.00 and foreign non-qualified penalties of \$2000.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
NOTICE OF CORPORATION
00 FEB 10 AM 11:03

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned David S. Greer, do hereby certify
(Name)

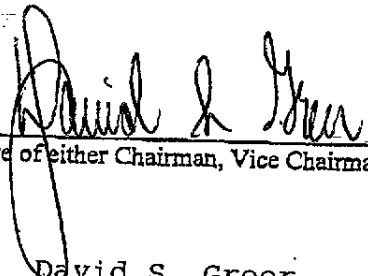
that this Resolution of the Board of Directors of _____
Compass Marketing, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Alabama,
was duly adopted on February 9, 2000.

Be it resolved, that Compass Marketing, Inc.
(Corporate Name)

organized and existing in the State of Alabama, hereby adopts the name
Compass Marketing of AL, Inc. for use in Florida.

Dated: 2/9/2000


Signature of either Chairman, Vice Chairman or any officer

David S. Greer
Type or print Name

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 Marketing, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama 3. 63-0933723
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 14, 1986 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 27, 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 175 Northshore Place Gulf Shores, AL 36542 (physical)
P.O. Box 3388 Gulf Shores, AL 36547 (mailing)
(Current mailing address)

8. Advertising Sales
(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: Capital Connection, Inc.

Office Address: 417 E. Virginia Street, Suite #1

Tallahassee, Florida, 32301
(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.

Laurie Strong Christ Representative
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: J. Gary Ellis

Address: 501 Wedgewood Drive or 175 Northshore Place

Gulf Shores, AL 36542

Vice President: David S. Greer

Address: 1701 Heritage Drive

Gulf Shores, AL 36542

Secretary: Janet Ellis

Address: 501 Wedgewood Drive

Gulf Shores, AL 36542

Treasurer: Janet Ellis

Address: _____

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David S. Greer, Vice President

(Typed or printed name and capacity of person signing application)

00 FEB 10 AM 11:03
LAW ENFORCEMENT
CORPORATIONS

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Compass Marketing, Inc. incorporated in Mobile County, Mobile, Alabama on January 14, 1986. I further certify that the records do not disclose that said Compass Marketing, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 AM 11:03



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 3, 2000

Date

Jim Bennett

Jim Bennett

Secretary of State