



THE UNITED STATES
CORPORATION
COMPANY

F00000005391

ACCOUNT NO. : 072100000032

REFERENCE : 840957 4301811

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 78.75

ORDER DATE : September 22, 2000

ORDER TIME : 9:55 AM

ORDER NO. : 840957-010

CUSTOMER NO: 4301811

CUSTOMER: Frank Lewandoski, Legal Asst
Phillips, Nizer, Benjamin,
666 Fifth Avenue

New York, NY 10103-0084

700003406317--5

FOREIGN FILINGS

NAME: COMPASS CS (SOUTH EAST) INC.

XXXX QUALIFICATION (TYPE: CO)

6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 27 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 SEP 27 PM 1:25

JK 9/27

**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.

FILED
SEP 27 PM 1:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Compass CS (South East) 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. South Carolina

(State or country under the law of which it is incorporated)

3. 06-157548-1

(FEI number, if applicable)

4. September 16, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January, 2000

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

7. 4700 Forest Drive, Suite 202

Columbia, SC 29225

(Current mailing address)

8. To engage in any lawful business

(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 Street

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.

Corporation Service Company

By: 

BRIAN COURTNEY, ASST. VP.

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

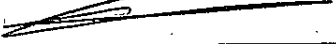
Secretary: _____

Address: _____

Treasurer: _____

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. Alan Shapiro, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMPASS CS (SOUTH EAST) INC.

OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Christian Carver	President	61 Wilton Road 2nd Floor Westport, CT 06880
Pennie Peagler	Vice-President	Same as above
I. Joseph Massoud	Secretary	Same as above
Elias Sabo	Assistant-Secretary	Same as above
Alan Shapiro	Assistant-Secretary	c/o Phillips Nizer Benjamin Krim & Ballon LLP 666 Fifth Avenue New York, NY 10103

DIRECTORS

Christian Carver		61 Wilton Road 2nd Floor Westport, CT 06880
C. Sean Day		Same as above
Elias Sabo		Same as above
I. Joseph Massoud		Same as above

00 SEP 27 PM 11:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Compass CS (South East) Inc.
(Name of corporation - must include suffix)

FILED
00 SEP 27 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

I. Joseph Massoud

(Name of Person)

Compass CS (South East) Inc.

(Firm/Company)

4700 Forest Drive, Suite 202

(Address)

Columbia, SC 29225

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Alan Shapiro

(Name of Person)

at (212) 977-9700

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

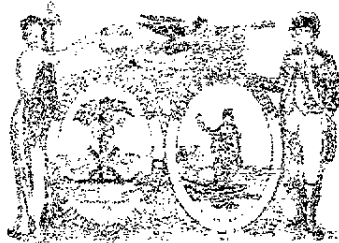
☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

The State of South Carolina



FILED
00 SEP 27 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

COMPASS CS (SOUTHEAST) INC.,

a corporation duly organized under the laws of the State of South Carolina on **September 16th, 1999**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 25th day of
September, 2000.

A handwritten signature of Jim Miles in black ink, written over a horizontal line.

Jim Miles, Secretary of State