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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. WHITE JUL -5 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 213417 5011226
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 78.75

ORDER DATE : June 28, 2006

ORDER TIME : 10:02 AM

ORDER NO. : 213417-005

CUSTOMER NO: 5011226

FOREIGN FILINGS

NAME: COMPASS KNOWLEDGE HOLDINGS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER: _____

**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 Knowledge Holdings, 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. Nevada
(State or country under the law of which it is incorporated)
3. 87-0471549
(FEI number, if applicable)
4. 8-4-1989
(Date of incorporation)
5. Perpetual
(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. 5401 South Kirkman Road, Suite 200, Orlando, FL 32819
(Principal office address)

5401 South Kirkman Road, Suite 200, Orlando, FL 32819
(Current mailing address)
8. any lawful act or activity which may be transacted in the state of Florida
(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: Daniel J. Devine

Office Address: 5401 South Kirkman Road, Suite 200

Orlando
(City)

Florida 32819
(Zip code)

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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.

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

A. DIRECTORS

Director: Daniel J. Devine

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

Director: Anthony Deglomine

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

Director: Thomas J. Crane

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

Director: Robert Frank

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

B. OFFICERS

President: Daniel J. Devine

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

Vice President:

Address:

Secretary: Daniel J. Devine

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

Treasurer: Daniel J. Devine

Address: 5401 S. Kirkman Road, Suite 200, Orlando, FL 32819

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. Daniel J. Devine, President

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

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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COMPASS KNOWLEDGE HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 4, 1989, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 29, 2006.



Dean Heller

DEAN HELLER
Secretary of State

By

Acqueline Wink
Certification Clerk