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LAW OFFICES  
MIERZWA & ASSOCIATES, P.A.

MATTHEW J. MIERZWA, JR.  
MARGARET M. BRUCE  
RUDIN E. HAIDERMOTA  
GARY E. LIPPMAN\*  
RICHARD J. WINKIS

Of Counsel:  
JOSEPH H. KAPLAN

\*Also Admitted to New York Bar

3900 WOODLAKE BOULEVARD  
SUITE 212  
LAKE WORTH, FLORIDA 33463-3045  
TELEPHONE: (561) 966-1200  
FACSIMILE: (561) 966-1231

April 27, 2000

FILED  
00 MAY -1 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

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-05/01/00--01122--010  
\*\*\*\*131.25 \*\*\*\*\*87.50

Subject: COMPLIANCE PROGRAMS, INC.

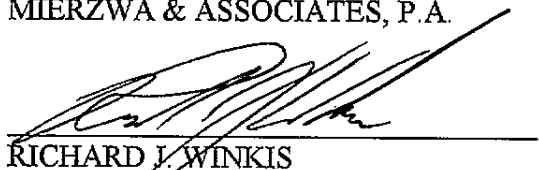
Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy, & Certificate

FROM:

MIERZWA & ASSOCIATES, P.A.

By:

  
RICHARD J. WINKIS  
3900 Woodlake Blvd., Suite 212  
Lake Worth, Florida 33463  
(561) 966-1200 Tel.  
(561) 966-1231 Fax

Richard GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT P.O.  
DATE 5-1-00  
DOC. EXAM 7c

F. CHENET MAY 2 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**COMPLIANCE PROGRAMS, INC.**  
A Florida For-Profit Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the laws of the State of Florida, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of this corporation shall be: COMPLIANCE PROGRAMS, INC.

ARTICLE II.

Capital Stock

The total number of shares of stock authorized and which may be issued by this corporation is 1000 common shares of the same class all of which shall have a par value of \$1.00 per share.

A vote of 51% of the shareholders is required to authorize the following matters, which matters need be approved of all votes of each voting group entitled to be cast on the matter:

Amendment to Articles of Incorporation;

Plan of merger or plan or share exchange;

Sale, lease, exchange, or other disposition of all or substantially all of the property of the corporation, other than in the usual and regular course of business;

Dissolution of the corporation.

### ARTICLE III. Preemptive Rights

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any share authorized but unissued, or any newly authorized shares provided that this provision will apply to the following:

Shares issued as compensation to directors, officers, agents, or employees of the corporation, or its subsidiaries or affiliates;

Shares issued pursuant to the corporation's initial plan of financing;

Shares sold otherwise than for money;

### ARTICLE IV. Cumulative Voting

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

### ARTICLE V. Directors

The names and addresses of the initial directors of the corporation, who shall hold office until the first annual meeting of shareholders or until they shall have been elected and qualified, are as follows:

JACK McCARTT  
7120 Thompson Road  
Boynton Beach, FL 33426

ARTICLE VI.  
Registered Office and Agent  
PRINCIPAL OFFICE

The location and address of the initial registered office of the corporation in this state shall be 7120 Thompson Road, Boynton Beach, Florida 33426. The name and address of the initial registered agent of the corporation in this state shall be JACK McCARTT, 7120 Thompson Road, Boynton Beach, Florida 33426.

ARTICLE VII  
Indemnification

The corporation agrees to indemnify and save harmless any and all officers or directors of the corporation against any and all liabilities, judgments, sums of money and expenses (including herein any and all amount or amounts paid in settlement) reasonably incurred by them or any of them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether in law, equity or otherwise, to which they or any of them may be a party, or may be threatened by reason of being or having been an officer or director of the corporation, or by reason of serving or having served at the request of the corporation as director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by the applicable state statute addressing corporate indemnification in the state of Florida; except that the corporation shall not be required to indemnify a director against liability, damage or expense resulting from the director's gross negligence.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII.  
Liability of Directors

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the applicable state statute addressing liability of director in the state of Florida or (iii) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the applicable state statute addressing liability of director in the state of Florida is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the statute. Any repeal or modification of the Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX.  
Incorporators

The name and address of the Incorporator is:

JACK McCARTT, 7120 Thompson Road, Boynton Beach, FL 33426.

In WITNESS WHEREOF, the incorporators have hereunto set their hand on the

3 day of April, 2000.

Terry T. Caver  
TERRY T. CAVER

November 6, 2003



Terry T Caver  
My Commission CC870505  
Expires November 6, 2003

**CONSENT TO SERVE AS REGISTERED AGENT**

I, JACK McCARTT, hereby consent to serve as Registered Agent in the State of Florida for COMPLIANCE PROGRAMS, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Jack McCartt  
JACK McCARTT

Dated:

4/3/00

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00 MAY -1 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA