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\*\*\*\*\*78.75 \*\*\*\*\*78.75

April 6, 2001

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of COMPASS SCHEDULING, INC., and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

Robert M. Johnson

Encl: Check \$78.75  
Articles of Inc., in duplicate

FILED  
01 APR -9 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 12 2001

**ARTICLES OF INCORPORATION  
OF  
COMPASS SCHEDULING, INC.**

**FILED**  
01 APR -9 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute this document for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **COMPASS SCHEDULING, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 602 S. Main Street, Gainesville, Florida 32601.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV - PURPOSES**

The purposes for which the corporation is organized are:

- A. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

**ARTICLE VI - PREEMPTIVE RIGHTS GRANTED**

Each share holder of any class of stock of this corporation shall be entitled to full

preemptive rights to purchase any unissued or treasury shares of the corporation any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### **ARTICLE VII - REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 602 S. Main Street, Gainesville, Florida 32601, and the name of the initial registered agent at such address is **GEOFFREY WILSON**.

#### **ARTICLE VIII - DIRECTORS**

The first Board of Director of the corporation shall consist of:

**GEOFFREY WILSON**  
602 S. Main Street  
Gainesville, Florida 32601

#### **ARTICLE IX - INCORPORATORS**

The name and address of the incorporator is:

**GEOFFREY WILSON**  
602 S. Main Street  
Gainesville, Florida 32601

#### **ARTICLE X - OFFICERS**

Section 1: The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the person who is to serve as officer of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

**OFFICE**

**NAME AND ADDRESS**

President

**GEOFFREY WILSON**  
602 S. Main Street  
Gainesville, Florida 32601

Secretary &  
Treasurer

**GEOFFREY WILSON**  
602 S. Main Street  
Gainesville, Florida 32601

**ARTICLE XI - MAJORITY CONSENT VOTING**

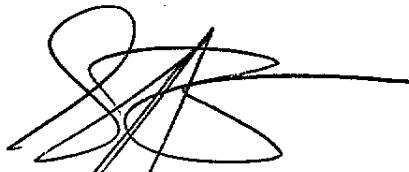
Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

**ARTICLE XII - COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of

April, 2001.



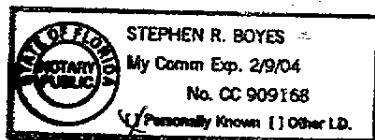
**GEOFFREY WILSON**

STATE OF FLORIDA  
COUNTY OF Alachua

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **GEOFFREY WILSON**, to me known personally or has produced \_\_\_\_\_ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>nd</sup> day of April, 2001.

(Notary Seal)



My Commission Expires:

Notary Public

\_\_\_\_\_  
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

\_\_\_\_\_  
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That **COMPASS SCHEDULING, INC.**, desiring to organize under the laws of  
the State of Florida with its principal office as indicated in the Articles of Incorporation at  
Gainesville, Florida, has named **GEOFFREY WILSON**, of 602 S. Main Street, Gainesville,  
Florida 32601, as its agent to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby accept to act in this capacity  
and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**GEOFFREY WILSON**  
Resident Agent

**FILED**  
01 APR -9 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA