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D. Thomas Roane
607 Moss Creek Drive
Ormond Beach, FL 32174
Tel: 904-437-6996 Fax: 904-437-0387

FILED
01 JUN -1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations, New Filings
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: Incorporation of: E-Compass Solutions, Inc.
A Florida Corporation

EFFECTIVE DATE
05-30-01

Dear Sir or Madam:

Enclosed for filing are one original copy of the Articles of Incorporation of E-Compass Solutions, Inc., a Florida corporation, as well as 2 copies. Enclosed is a check for \$87.50 to cover the filing fee, designation of registered agent, certified copy of the Articles of Incorporation and Certificate of Status.

Please file the original Articles of Incorporation and forward a certified copy to my office at the following address:

D. Thomas Roane
607 Moss Creek Drive
Ormond Beach, FL 32174
Tel: 904-437-6996 Fax: 904-437-0387

Please contact me if you have any questions or I can be of any assistance.

Sincerely yours,

D. Thomas Roane

D. Thomas Roane
Incorporator, Registered Agent, Secretary, President
E-Compass Solutions, Inc.

Enclosures: Articles of Incorporation for E-Compass Solutions, Inc.
Check for \$87.50

J. BRYAN JUN 7 2001

ARTICLES OF INCORPORATION
OF
E-COMPASS SOLUTIONS, INC.

FILED
01 JUN -1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE
05-30-01

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is E-COMPASS SOLUTIONS, INC. with its principal place of business at 607 Moss Creek Drive, Ormond Beach, Florida, 32174.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledge, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares that he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the majority consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 607 Moss Creek Drive, Ormond Beach, Florida 32174, and the name of the initial registered agent of this corporation at the address is Donald Thomas Roane.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Donald Thomas Roane	607 Moss Creek Drive Ormond Beach, Florida 32174
Jeremy Jaynes	6404 Pleasant Creek Court Raleigh, North Carolina 27613
John J. Whitehouse	8037 Pebble Creek Lane W. Ponte Vedra Beach, Florida 32082

Article VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Address

Donald Thomas Roane

607 Moss Creek Drive
Ormond Beach, Florida 32174

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30th day of May, 2001.


Donald Thomas Roane

STATE OF FLORIDA
COUNTY OF VOLUSIA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Donald Thomas Roane
Donald Thomas Roane

Dated: May 30, 2001

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01 JUN - 1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA