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SECI OF COUNSEL
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

October 4, 2001

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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Re: Integrity & Compliance Solutions, Inc.
Our File No. 5887.6

Dear Sir or Madam:

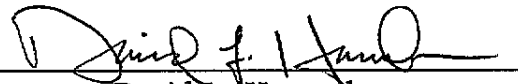
Please find enclosed with this letter the original Articles of Incorporation for the captioned corporation and the original Certificate of Designation of Registered Agent and Registered Office. Please accept the enclosures for filing with your office. A check for your required filing fee of \$70.00 is enclosed with this letter.

Also enclosed are photocopies of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office which I ask that you stamp in acknowledgment of your receipt of these instruments and return the stamped copies to me with your letter confirming the creation of Integrity & Compliance Solutions, Inc.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By


David L. Hancock

DLH:tk
enclosures as stated

C BALOCK OCT 8 2001

ARTICLES OF INCORPORATION
OF
INTEGRITY & COMPLIANCE SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **Integrity & Compliance Solutions, Inc.**, hereinafter referred to as the "Corporation."

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as hereinabove set forth in Article II.

ARTICLE IV

The Corporation has the authority to issue one thousand (1,000) shares of common stock with a par value as may be established by the Board of Directors of the Corporation. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The initial street address and mailing address of the principal office of the Corporation in the State of Florida is 755 29th Avenue, Vero Beach, Florida 32968.

ARTICLE VII

The name and street address of the incorporator is:

Christine W. Horrocks
755 29th Avenue
Vero Beach, Florida 32968

ARTICLE VIII

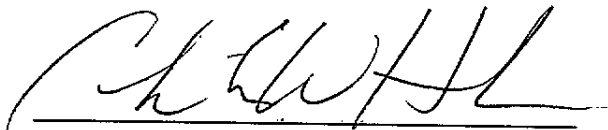
The registered agent and the registered agent's address for service of process within the State of Florida shall be:

Christine W. Horrocks
755 29th Avenue
Vero Beach, Florida 32968

ARTICLE IX

There shall be such restrictions on the shares of stock of the Corporation as are duly authorized by the Board of Directors of the Corporation consistent with the laws of the State of Florida and the U.S. Internal Revenue Code, as each may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 4th day of October, 2001.



Christine W. Horrocks, Incorporator

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561) 231-1900

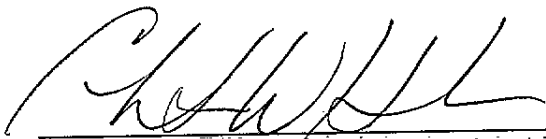
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Integrity & Compliance Solutions, Inc.
2. The name and address of the registered agent and office is:

Christine W. Horrocks
755 29th Avenue
Vero Beach, Florida 32968

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Christine W. Horrocks
Registered Agent
Dated: October 4, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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