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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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02 JUL 12 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
COMPASS MANAGEMENT GROUP, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$78.75 |

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Compass Management Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

801 West Bay Drive, Suite 424

Largo, Fl. 33770

ARTICLE III NATURE OF BUSINESS

This corporation may engage in every aspect of business of rendering the same professional services to the Public that a management company, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory of the nation.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

The number of the directors constituting the initial Board of Directors is one and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

DIRECTOR:

**Charles W. McConnell
801 West Bay Drive, Suite 424
Largo, Fl. 33770**

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PRESIDENT AND TREASURER:

Charles W. McConnell
801 West Bay Drive, Suite 424
Largo, Fl. 33770

VICE PRESIDENT AND SECRETARY:

Charles W. McConnell
801 West Bay Drive, Suite 424
Largo, Fl. 33770

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agents are:

Charles W. McConnell
801 West Bay Drive, Suite 424
Largo, Fl. 33770

ARTICLE VII INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Charles W. McConnell
801 West Bay Drive, Suite 424
Largo, Fl. 33770

Charles W. McConnell 7/11/02
Signature/Incorporator Date

(An Additional article must be added if an effective date is requested)

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 a 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.

Charles W. McConnell 7/11/02
Signature/Registered Agent Date