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TRANSMITTAL LETTER

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

FILED
AUG 16 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: _____

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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****137.50 ****137.50

FROM: PAUL J. GONZALES
Name (Printed or typed)

3523 Chapel Hill Blvd
Address

CLERMONT, FL 34711
City, State & Zip

352-243-3372
Daytime Telephone number

8/30 ✓

CERTIFICATE OF DOMESTICATION

FILED
02 AUG 16 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Paul J. Gonzales, President
(Name) (Title)

of Compensation Services, Inc.
(Corporation Name) a foreign Corporation,

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 1, 1984.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Compensation Services, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Compensation Services, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Illinois, authorized to do business in Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Paul J. Gonzales Compensation Services, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done

so this the 14 day of August, 2002

Paul J. Gonzales
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
of
COMPENSATION SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and mailing address of this corporation shall be: Compensation Services, Inc., 3523 Chapel Hill Blvd., Clermont, FL 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Paul J. Gonzales	3523 Chapel Hill Blvd. Clermont, FL 34711

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Paul J. Gonzales	3523 Chapel Hill Blvd. Clermont, FL 34711

Marilyn J. Gonzales

3523 Chapel Hill Blvd.
Clermont, FL 34711

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

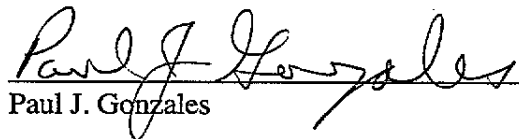
ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 3523 Chapel Hill Blvd., Clermont, FL 34711. The name and address of the Registered Agent of this corporation is Paul J. Gonzales, 3523 Chapel Hill Blvd., Clermont, FL 34711.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

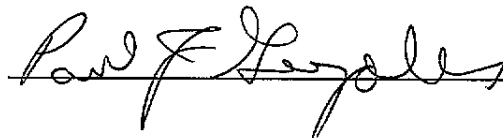
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 7 day of August, 2002.


Paul J. Gonzales

ACCEPTANCE

I hereby accept appointment as Registered Agent of COMPENSATION SERVICES,

Dated: 8/7/, 2002.



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02AUG 16 AM 9:53
CLERK OF STATE
TALLAHASSEE, FLORIDA