

**Electronic Articles of Incorporation
For**

P03000006335
FILED
January 17, 2003
Sec. Of State

COMPASS USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

COMPASS USA, INC.

Article II

The principal place of business address:

9200 NW 36 PL
#A
GAINESVILLE, FL. 32606

The mailing address of the corporation is:

9200 NW 36 PL
#A
GAINESVILLE, FL. 32606

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000

Article V

The name and Florida street address of the registered agent is:

TIMOTHY P DEEGAN
9200 NW 36 PL
#A
GAINESVILLE, FL. 32606

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: TIMOTHY P. DEEGAN

Article VI

The name and address of the incorporator is:

TIMOTHY P. DEEGAN
9200 NW 36 PL
GAINESVILLE FL 32606

Incorporator Signature: TIMOTHY P. DEEGAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PS
THOMAS WIGGINS
9200 NW 36 PLACE #A
GAINESVILLE, FL. 32606

Title: VT
TIMOTHY P DEEGAN
9200 NW 36 PL #A
GAINESVILLE, FL. 32606