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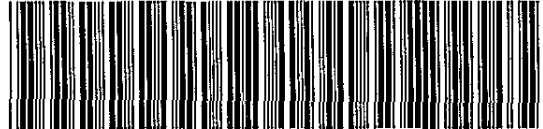
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GUY & YUDIN, LLP.

ATTORNEYS AT LAW

55 East Ocean Boulevard  
Stuart, Florida 34994

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JOHN S. YUDIN\*\*

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KIM BOYLE, PARALEGAL

\* ALSO ADMITTED IN 9<sup>TH</sup> & 11<sup>TH</sup> U.S. C.C.A. & U.S. SUP. CT.  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

November 25, 2003

Via Priority Mail

Re: Compliance Solutions, Inc. . – Incorporation

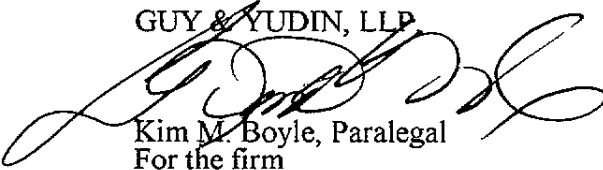
Dear Clerk:

Enclosed for filing is an original and one (1) copy of the articles of incorporation for Compliance Solutions, Inc. and a check for \$78.75 for the filing fee.

I have enclosed a self-addressed, stamped envelope for the return.

Sincerely,

GUY & YUDIN, LLP



Kim M. Boyle, Paralegal  
For the firm



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 4, 2003

GUY & YUDIN, LLP  
C/O KIM M. BOYLE  
55 EAST OCEAN BLVD  
STUART, FL 34994

SUBJECT: COMPLIANCE SOLUTIONS, INC.  
Ref. Number: W03000036571

We have received your document for COMPLIANCE SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 803A00065326

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**COMPLIANCE SOLUTIONS TECHNOLOGIES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the Corporation is : COMPLIANCE SOLUTIONS TECHNOLOGIES,  
INC.

**ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 4296 SE Cove Lake Circle, Apt. 107, Stuart, FL 34997. The mailing address of the corporation is P.O. BOX 1349, Stuart, Florida 34995

**ARTICLE IV - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE V - PURPOSE**

The general purposes for which the Corporation is organized are the following:

- (a). to engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- (b). to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE VI - CAPITAL STOCK**

The maximum number of shares which the Corporation is authorized to issue is 1000, all of which shall be common shares with no par value. The Corporation shall be permitted to issue

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fractional shares.

#### ARTICLE VII - CONSIDERATION FOR SHARES

Consideration for all common shares of stock in the Corporation may be determined by the Board of Directors, from time to time and in accordance with the law.

#### ARTICLE VIII - PREEMPTIVE RIGHTS

In its discretion and from time to time, the Board of Directors may determine that any or all shareholders have preemptive rights in shares to be issued by the Board, at a price to be determined by the Board. Should the Board offer preemptive rights to any Shareholder, and in any portion of the shares of the Corporation, whenever authorized, or any obligation convertible in to shares of the corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the Shareholders.

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the Corporation's registered office is 4296 SE Cove Lake Circle, Apt. 107, Stuart, FL 34997 . The initial registered agent for the Corporation at that address is LINDA J. SPELLMON.

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and address of the person who will serve as the initial director is:

Linda J. Spellmon  
P.O. Box 1349  
Stuart, FL 34995

#### ARTICLE XI - INCORPORATOR

The names and street addresses of the Incorporator is:

Linda J. Spellmon  
4296 SE Cove Lake Circle  
Apt. 107  
Stuart, FL 34997

#### ARTICLE XII - RIGHTS OF INITIAL DIRECTORS

The Initial Director shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the Initial Directors named in these

Articles of Incorporation to the office of Director as long as those Directors are Shareholders of the Corporation. This Article may not be amended in any way without the written consent of the Initial Directors named in these Articles of Incorporation.

#### ARTICLE XII - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws of the Corporation shall be vested in the Shareholders of the Corporation, who may adopt, alter, amend or repeal the Bylaws of the Corporation by majority vote of the holders of the outstanding shares.

#### ARTICLE XIV - AMENDMENT

Except as otherwise provided herein, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the Shareholders is subject to this reservation.

#### ARTICLE XV - "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

#### ARTICLE XVI - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

#### ARTICLE XVII - INDEMNIFICATION


The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8<sup>th</sup> day of December, 2003.

  
Linda J. Spellmon

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COMPLIANCE SOLUTIONS TECHNOLOGIES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).

  
Linda J. Spellmon  
Date: 12/8/03