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TALLAHASSEE FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION
COMPASS HEALTH SERVICES CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

OF

COMPASS HEALTH SERVICES CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is: **COMPASS HEALTH SERVICES CORPORATION**. The mailing and principal address of the Corporation is 10661 NORTHEAST QUAYBRIDGE COURT, Miami, Florida 33138.

ARTICLE II. NATURE OF THE BUSINESS

Generally to conduct and carry on a business primarily engaged in healthcare consultants. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal

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property, and services of every class, kind, description, except that it is not to conduct a banking, safe deposit, trust insurance, surety, express that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guaranty, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of

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the State of Florida, or any other state of government, and while owners of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

In addition to the foregoing, this Corporation shall have the right to exercise all of the general and additional powers authorized to any corporation of this State, under the general provisions of the present Florida Statutes, including any amendments thereof, and the foregoing enumeration of specific purposes, objectives and powers shall not be held to limit or restrict in any manner, such general and additional powers.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding, at any time, is Five Hundred, (500.00) shares of common stock, having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share may be in money, property, or services, as determined by the Board of Directors or management of this Corporation.

ARTICLES IV. INITIAL CAPITAL

The amount of capital with which this Corporation will

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begin business is Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually. It shall be a close corporation within the terms and definitions of Chapter 607, Florida Statutes, and the rights of the stockholders herein may be more fully defined by a written agreement signed by all the stockholders of the Corporation.

ARTICLE VI. ADDRESS AND REGISTERED AGENT

The name of its initial Registered Agent is Howard N. Galbut, Esquire, 2650 Biscayne Boulevard, Miami, Florida 33137. The Board of Directors shall have authority to move the registered office to any other address in the State of Florida and to establish a branch of subordinate offices of the Corporation at such place or places in which the Corporation is authorized to do business, as the Board shall determine to be in the best interest of the Corporation.

ARTICLE VII. DIRECTORS

Section 1. This Corporation shall have one (1) director initially, and the number of directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders, but shall never be less than one (1); provided

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however, the business, of this Corporation may be managed by its stockholders rather than a Board of Directors. In the management of the business of the Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by her. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders, for the management of the business of the Corporation.

Section 2. The principal officers of the corporation shall be:

Joyce Galbut (President/Secretary/Treasurer)
10661 N.E. Quaybridge Court
Miami, Florida 33138.

The officers shall be elected from time to time, in the manner set forth in the By-laws adopted by the Corporation unless the Stockholders of this Corporation shall decide to manage same in accordance with the provisions of Article XI, hereunder.

Section 3. The names of the officers who are to serve until the first election of officers of the first meeting of the

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directors and/or stockholders of this Corporation are:

Joyce Galbut (President/Secretary/Treasurer)
10661 N.E. Quaybridge Court
Miami, Florida 33138.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office addresses of the member of the
First Board of Directors are:

Joyce Galbut (President/Secretary/Treasurer)
10661 N.E. Quaybridge Court
Miami, Florida 33138.

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of each Subscriber of
these Articles of Incorporation, the number of shares of stock
each agrees to take, and the value of the consideration
therefor, are:

<u>Name</u>	<u>Address</u>	<u>Consideration</u>
Joyce Galbut	10661 N.E Quaybridge Ct. Miami, Florida 33138.	500 Shares (\$ 500 .00)

ARTICLE X. INDEMNIFICATION

These Articles of Incorporation may be amended in the

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manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting, by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. MANAGEMENT

In accordance with Chapter 607, Florida Statutes, the Stockholders of the Corporation may, by a majority vote of the stock entitled to vote, provide that the business of the Corporation shall be managed by one or more stockholders of the Corporation, rather than a Board of Directors, and any reference in these Articles to actions of the Board of Directors or in the By-laws of the minutes of the Corporation shall apply to the actions of such stockholders, if in accordance with the provisions of this Article, they elect to manage the business of the Corporation.


JOYCE GALBUT

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the state and County named above, to take acknowledgments, personally appeared, **JOYCE GALBUT** who is personally known to me to be the person described hereinabove as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged to me under oath, that he subscribed to those Articles of Incorporation.

Witness my hand and seal this 13 day of February, 2006.


NOTARY PUBLIC
State of Florida

My Commission Expires:



HOWARD N. GALBUT
MY COMMISSION # DD 089191
EXPIRES: February 6, 2008
Renewed Three Ought Notary Bonds

CERTIFIED DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,

HOWARD N. GALBUT, ESQUIRE

IN PURSUANCE OF CHAPTER 607, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

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First, that COMPASS HEALTH SERVICES CORPORATION is desirous of organizing a corporation under laws of the State of Florida, and has named HOWARD N. GALBUT, ESQUIRE, located at 2650 Biscayne Boulevard, Miami, Florida 33137 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


HOWARD N. GALBUT, ESQUIRE

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