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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**compass asset management inc.**

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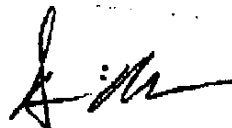
# Articles of Incorporation

**Article 1:** Name and Address of Corporation:  
COMPASS ASSET MANAGEMENT INC.  
 335 SOUTHEAST 6TH AVENUE, #207  
 DELRAY BEACH, FL 33483

**Article 2:** Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is 1000 with 10.00 par value.

**Article 3:** Registered Agent Name and Office:  
 DARREN A. MCKEE  
 15420 HARRISON ROAD  
 DELRAY BEACH, FL 33484

\*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.



Signature of Registered Agent

**Article 4:** The Board of Directors is: (Board of Directors is NOT REQUIRED).  
 First listed is President, Second is Vice President, then Secretary/Treasurer.

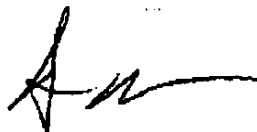
1. DARREN A MCKEE, 15420 HARRISON RD, DELRAY BEACH, FL 33484
- 2.
- 3.
- 4.

**Article 5:** Incorporator Name and Address:  
 DARREN A. MCKEE  
 15420 HARRISON ROAD  
 DELRAY BEACH, FL 33484

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In witness whereof, I have subscribed my name:



Signature of Incorporator

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