

Division of Corporations

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Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC

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Phone : (407) 905-9699

Fax Number : (407) 905-9695

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

REHABILITATION TRAINING INSTITUTE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
REHABILITATION TRAINING INSTITUTE, INC.**

FILED
00 JUL 17 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Pursuant to Provisions of the
Florida Business Corporation Act**

REHABILITATION TRAINING INSTITUTE, INC., (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Board of Directors of the Corporation adopted the resolutions set forth below, on July 14, 2000, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors has selected and recommended to the Stockholders of the Corporation the change of the Corporation's name to Compass Acquisition Corp. This recommendation is based upon the Board's judgement that Compass Acquisition Corp. will present an identity which retains the Company's established reputation for quality and performance in its current core business while, at the same time, not limiting its corporate identity with respect to its prospective businesses.

WHEREAS, the Stockholders owning a majority of the issued and outstanding shares of capital stock and the Board of Directors of the Corporation, by action of consent on July 14, 2000, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

1. Article I of the Articles is hereby amended to reflect that the name of the Corporation is hereby changed to COMPASS ACQUISITION CORP.

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Prepared by: E. Nicholas Davis III

Cloverleaf Capital

2704 Rcw Circle, Suite 105

Ocoee, FL 34761

(407) 905-9699 Phone

(407) 905-9695 Fax

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2. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

The foregoing was authorized by the entire Board of Directors and by a majority of the Stockholders of the Corporation by written consent effective July 14, 2000 and the number of votes cast by the Directors and Stockholders were sufficient for approval.

IN WITNESS WHEREOF, Rehabilitation Training Institute, Inc. through its designated officer has caused this Certificate to be duly executed in its corporate name as of July 14, 2000.

REHABILITATION TRAINING INSTITUTE, INC.

By: Daniel J. Devine
Daniel J. Devine, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

On this 17th day of July, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Daniel J. Devine, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the President of REHABILITATION TRAINING INSTITUTE, INC., and that he executed as said officer the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



Jennifer S Lornis
My Commission CCR32074
Expires April 30 2004

~~NOTARY PUBLIC~~

Notary Public Commission expires:
[Notarial Seal]

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Fax Audit Number: H00000037310 0
Prepared by: E. Nicholas Davis III
Cloverleaf Capital
2704 Rew Circle, Suite 105
Ocoee, FL 34761
(407) 905-9699 Phone
(407) 905-9695 Fax