

LAW OFFICES OF  
JAMES H. RICHEY, P.A.  
PROFESSIONAL ASSOCIATION  
200 SOUTH HARBOR CITY BOULEVARD  
SUITE 201  
MELBOURNE, FLORIDA 32901

TELEPHONE (407) 728-9551  
TELEFAX (407) 728-9892

RECEIVED  
FEB 29 10:15  
TALLAHASSEE, FLORIDA

P96000019559

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Compass Solutions, Inc.

Dear Sir/Madam:

400001721324  
-02/22/96--01044--007  
\*\*\*122.50 \*\*\*122.50

Enclosed herewith please find the Articles of Incorporation to be filed for the above referenced corporation. In addition, please find enclosed a letter reserving the name of Compass Solutions, Inc.

Also enclosed is a check in the amount of \$122.50 for the following fees incurred with same:

Filing Fee . . . . .	\$ 35.00
Certified Copy . . . . .	\$ 52.50
Designated Registered Agent . . . . .	\$ 35.00
Total . . . . .	\$ 122.50

Please return a certified copy of the Articles of Incorporation to 200 South Harbor City Blvd., Suite 201, Melbourne, Florida 32901.

If you have any questions regarding the above, please do not hesitate to contact me. I thank you for your attention to this matter.

Sincerely,

James H. Richey, Esquire

JHR/jm  
Enclosure

7/24/96  
2/26/96  
D  
00678  
0502  
0071



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1996

JAMES H. RICHEY ESQ.  
200 SOUTH HARBOR CITY BLVD. STE 201  
MELBOURNE, FL 32901

SUBJECT: COMPASS SOLUTIONS, INC.  
Ref. Number: W96000004241

We have received your document for COMPASS SOLUTIONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 296A00008225

ARTICLES OF INCORPORATION  
OF  
COMPASS SOLUTIONS, INC.

ARTICLE I - NAME

The name of this corporation is Compass Solutions, Inc. and is located at 521 Waterman Lane, S.E., Palm Bay, Florida 32909.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

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SEP 29 PM 1:15  
STATE DEPT OF REVENUE  
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 South Harbor City Blvd., Suite 201, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is James H. Richey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Lynn Deffenbaugh	521 Waterman Lane, S.E. Palm Bay, FL 32909
Ron Coutts	1062 Camden N.W. Palm Bay, FL 32907
John Champion	642 Rostock Circle, N.W. Palm Bay, FL 32907

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ron Coutts	1062 Camden, N.W. Palm Bay, FL 32907

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

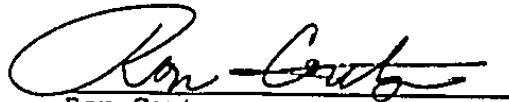
ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of February, 1996.

  
Ron Coutts

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February, 1996, by Ron Coutts, who is personally known to me or who produced the following identification FL Drivers License and who did take an oath.

NOTARY PUBLIC:



JODI A MCALLISTER  
My Commission CC431362  
Expires Jan. 03, 1998  
Bonded by HAI  
800-422-1868

Sign: Jodi A. McAllister  
Print: Jodi A. McAllister  
State of Florida (SEAL)  
My Commission Expires

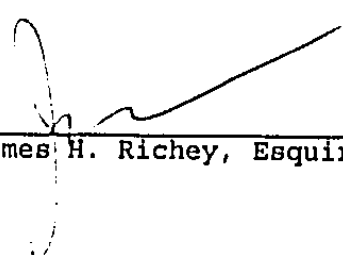
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Compass Solutions, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of W. Melbourne, County of Brevard, State of Florida, has named James H. Richey, Esquire, located at 200 South Harbor City Blvd., Suite 201, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the 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.

  
\_\_\_\_\_  
James H. Richey, Esquire