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1201 HAYS STREET

800-142-8086

FALL 1996

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PRODUCTION LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 014105 97785A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 014105

CUSTOMER NO: 97785A

CUSTOMER: Jamie J. Byington, Cpa
JAMIE J. BYINGTON, CPA

Suite 210
6401 S. W. 87th Avenue
Miami, FL 33173

600001891256

DOMESTIC FILING

NAME: COMPASS INTERNATIONAL, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

502-672
W96-14609

cf
7/19/96

FILED
95 JUL 11 PM 1:15
DIVISION OF CORPORATIONS

FILED
95 JUL 11 PM 3:16
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 11 PM 3:16

July 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COMPASS INTERNATIONAL, INC.
Ref. Number: W96000014609

RESUBMIT
Please give original
submission date as file date.

We have received your document for COMPASS INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 296A00033945

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 11 PM 3:16

ARTICLES OF INCORPORATION
OF
COMPASS GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
COMPASS GROUP, INC.

The address of the principal office of this corporation shall be 8850 Southwest 149th Street, Miami, Florida 33176, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Kathleen Dahlberg	8850 Southwest 149th Street
Dir./Pres.	Miami, Florida 33176

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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DIVISION OF CORPORATIONS
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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 11, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

/cah