

P 96000076128

September 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SEP 12 PM 2:45
TALLAHASSEE, FLORIDA

Re: New application - Florida Compliance Services, Incorporated

Dear Sir or Madam:

Enclosed you will find:

- 1 original - articles of incorporation
- 1 copy - articles of incorporation
- 1 name reservation #796A00034739
- 1 check in the amount of \$70.00

8000001845520
-09/12/96 --01045 --003
****\$70.00 ****\$70.00

Please call me if anything else is needed to file this corporation.

Thank you for your assistance.

Sincerely,



Don Carter
2075 Main Street, Suite 5
Sarasota, FL 34237
1-888-810-7300

pt 9/12/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

July 18, 1996

DONALD L. CARTER
2075 MAIN STREET
SUITE 5
SARASOTA, FL 34237

The name FLORIDA COMPLIANCE SERVICES INCORPORATED has been reserved for 120 days beginning July 18, 1996. The reservation number is R96000003449 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 796A00034739

**ARTICLES OF INCORPORATION
OF
Florida Compliance Services, Incorporated**

FILED
96 SEP 12 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, subscribes to these Articles of Incorporation to hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is FLORIDA COMPLIANCE SERVICES, INCORPORATED

ARTICLE TWO

The general purpose for which this corporation is organized is to transact any lawful business for which the corporation may be incorporated under the General Corporation Act.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is: Ten Thousand (10,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE FOUR

The initial post office address of the principal office of this corporation in the State of Florida is: 3601 Naranja Way, Sarasota, Florida 34232. The name and address of the registered agent is: Donald Lee Carter, 3601 Naranja Way, Sarasota, Florida, 34232. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE FIVE

This corporation shall have one (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders.

ARTICLE SIX

The name and post office address of the members of the first Board of Directors is:

Donald Lee Carter
3601 Naranja Way
Sarasota, Florida 34232

Art Fronckowiak
830 Golf Drive
Venice, FL 34285

ARTICLE SEVEN

The name and street address of the incorporator signing these documents is: Donald Lee Carter, 3601 Naranja Way, Sarasota, Florida, 34232.

ARTICLE EIGHT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these articles of Incorporation this 5th day of September, 1996



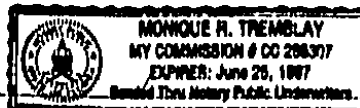
Signature - Donald Lee Carter

STATE OF FLORIDA
COUNTY OF SARASOTA

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 DONALD LEE CARTER, to me known _____ (or produced identification x) to be the person described as a subscriber in and who has executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 5th day of September, 1996

Monique R. Tremblay
Notary Public



My Commission expires: _____


Identification Produced: F1 Dr. Lic. C636-192-38-391-0

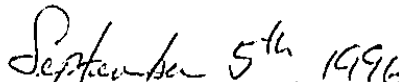
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FLORIDA COMPLIANCE SERVICES, INCORPORATED
2. The name and address of the registered agent and office is:
Donald Lee Carter
3601 Naranja Way
Sarasota, Florida, 34232

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature - Donald Lee Carter


Date