

ALEXANDER G. PADEREWSKI
MICHAEL B. SWEETING

PADEREWSKI & SWEETING, P.A.

ATTORNEYS-AT-LAW

1834 MAIN STREET
SARASOTA, FLORIDA 34236

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TRIAL PRACTICE - PERSONAL
INJURY & WRONGFUL DEATH
WORKMAN'S COMPENSATION
DOMESTIC RELATIONS
CRIMINAL LAW
GENERAL PRACTICE

October 31, 1996

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

Re: Compass Group International, Inc.

Dear Sir:

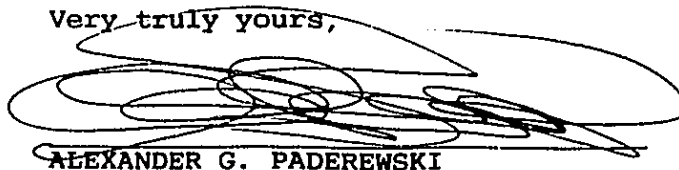
Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	<u>\$ 52.50</u>
Total	\$122.50

I would appreciate your returning a certified copy of

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/cjc
Enclosure

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****122.50 ****122.50

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96 NOV -4 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
COMPASS GROUP INTERNATIONAL, INC.**

96 NOV -4 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I - NAME

The name of the corporation shall be COMPASS GROUP INTERNATIONAL, INC.
The mailing address for the corporation is 8466 North Lockwood Ridge Road, Suite 245,
Sarasota, Florida 34243.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Alexander G. Paderewski, and his address is 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. the name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ken Galbreth	8466 North Lockwood Ridge Road Suite 245 Sarasota, Florida 34243
Richard Miller	8466 North Lockwood Ridge Road Suite 245 Sarasota, Florida 34243
Sarah Drohan	8466 North Lockwood Ridge Road Suite 245 Sarasota, Florida 34243

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is:
Alexander G. Paderewski, 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer

of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

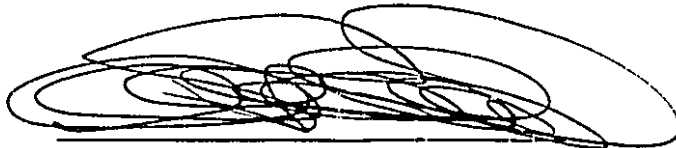
ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of October, 1996.



ALEXANDER G. PADEREWSKI
Subscriber


STATE OF FLORIDA COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Alexander G. Paderewski, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the State and County last aforesaid this 31st day of October, 1996.



CHERYL E. JOHNSON
My Comm Exp. 2/05/99
Bonded By Service Ins
No. CC437016
☒ Personally Known ☐ Other I.D.

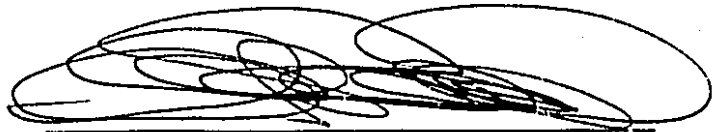

Notary Public
State of Florida

My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for COMPASS GROUP INTERNATIONAL, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: October 31, 1996

A handwritten signature in dark ink, appearing to read 'ALEXANDER G. PADEREWSKI', enclosed within a large, loopy oval shape.

ALEXANDER G. PADEREWSKI

FILED
96 NOV -14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA