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COMPASS HEALTH INITIATIVES, INC.  
3333 W. Commercial Boulevard  
Suite 105  
Ft. Lauderdale Florida 33309  
(954) 485-2229 (telephone) (954) 486-5352 (telecopier)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 AM 9:32

June 10, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation - Compass Health Initiatives, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Compass Health Initiatives, Inc. The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,

*Ernest N. Burson*

Ernest N. Burson  
Incorporator

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-07/07/97--01122--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosure  
cc: file

RF  
7-8-97

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**ARTICLES OF INCORPORATION**  
**OF**  
**COMPASS HEALTH INITIATIVES, INC.**

**ARTICLE ONE**

**CORPORATE NAME**

The name of the corporation shall be:

**COMPASS HEALTH INITIATIVES, INC.**

**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

The corporation may transact any and all lawful activity for  
which corporations may be organized under the  
Florida General Corporation Act.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 100 shares,  
all of which shall be common shares with \$1.00 par value.

**ARTICLE FIVE**

**MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and the principal place of business is:

3333 W. Commercial Boulevard  
Suite 105  
Ft. Lauderdale, Florida 33309

**ARTICLE SIX**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7280 W. Palmetto Park Road, Suite 204-N, Boca Raton, Florida 33433, and the initial registered agent at such address is Garry R. Spear, P.A.

**ARTICLE SEVEN**

**BOARD OF DIRECTORS**

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

**ARTICLE EIGHT**

**INITIAL DIRECTORS**

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Ernest N. Burson  
3333 W. Commercial Boulevard  
Suite 105  
Ft. Lauderdale, Florida 33309

**ARTICLE NINE**

**INCORPORATORS**

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Ernest N. Burson  
3333 W. Commercial Boulevard  
Suite 105  
Ft. Lauderdale, Florida 33309

**ARTICLE TEN**

**COMMENCEMENT DATE**

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

**ARTICLE ELEVEN**

**INDEMNIFICATION**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this \_\_\_\_ day of June, 1997.



Ernest N. Burson

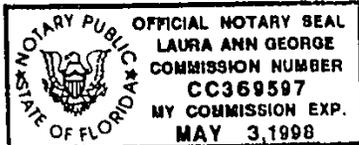
**STATE OF FLORIDA:**

**COUNTY OF BROWARD:**

**BEFORE ME**, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ernest N. Burson, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a

driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 11 day of June, 1997.



Laura Ann George  
LAURA ANN GEORGE  
Notary Public  
State of Florida

My Commission Expires: MAY 3, 1998

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, P.A., as its Registered Agent to accept service of process within this state.

Glorbert N. Burkhardt  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the state of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Garry R. Spear  
Garry R. Spear, President  
Garry R. Spear, P.A.

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