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Jenkins & Kaiser, P.A.

Attorneys at Law FILED

695 Central Avenue, Suite 100 St. Petersburg, Florida 33701

Telephone (813) 821-5342

FAX (813) 821-7347

Ernest P. Jenkins

97 SEP -2 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Martin J. Kaiser

August 28, 1997

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

FEDERAL EXPRESS ADDRESS:
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
8-28-97

Attn: New Filings

RE: COMPLIANCE TECHNOLOGIES, INC.
Our File No: 97-5004-4

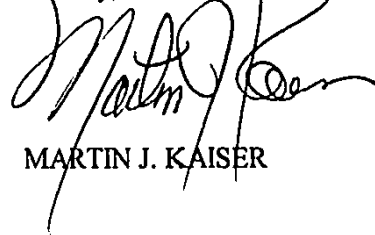
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above noted Corporation, as well as our check for \$122.50. Please file same and send us a certified copy in the enclosed envelope.

Thank you for your services.

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****122.50 ****122.50

Sincerely,


MARTIN J. KAISER

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Enclosures

SEP -3 1997
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ARTICLES OF INCORPORATION
OF
COMPLIANCE TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is COMPLIANCE TECHNOLOGIES, INC. EFFECTIVE DATE

ARTICLE II. DURATION

The duration of this corporation shall be perpetual commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of carrying on the business of occupational safety and health training and for the purpose of transacting any and all lawful business.

ARTICLE IV. S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non resident alien.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE VI. MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE
AND AGENT AND INITIAL PRINCIPAL OFFICE

The street address of the initial registered office and principal office of this corporation is: Suite 100, 695 Central Avenue, St. Petersburg, Florida 33701 and the name of the initial registered agent

of this corporation at that address is: MARTIN J. KAISER, ESQ.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles is:

LAWRENCE M. HUFFMAN
11445 60th Street North
Pinellas Park, FL 33782

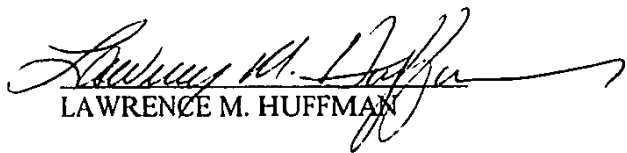
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned at St. Petersburg, Florida on August 28, 1997.


LAWRENCE M. HUFFMAN

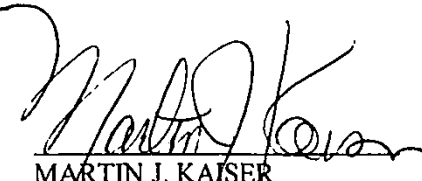
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SEP -2 PH 3: 57

The following is submitted in compliance with Chapter 48.091 Florida Statutes, TALLAHASSEE, FLORIDA
COMPLIANCE TECHNOLOGIES, INC. desiring to organize under the laws of the State of
Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City
of St, Petersburg, County of Pinellas State of Florida, has named MARTIN J. KAISER as its
Registered Agent and its Registered Office is at 695 Central Avenue, Suite 100, St. Petersburg,
Florida 33701, to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the 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.


MARTIN J. KAISER
Registered Agent