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EFFECTIVE DATE
2/18/98

Maitland

Reply To:

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Boca Raton*

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* available for consultation
by appointment only

February 20, 1998

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****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the original and one copy of the
Articles of Incorporation for the above reference
corporation together with our check in the amount of
\$122.50.

Please file and return a certified copy to our offices
at your earliest convenience. Thank you.

International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Morgan GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 6.2
DATE 2/25/98
DOC. EXAM JEM

JEM-2/25/98

FILED
98 FEB 25 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CompSave, Inc.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: CompSave, Inc.

ARTICLE II
TERM OF EXISTENCE

This corporation shall commence February 18, 1998.

ARTICLE III
PURPOSE

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 925 South Orange Blossom Trail, Apopka, Florida 32703. The mailing address of this corporation shall be: 195 Lakeside Drive, Sanford, Florida 32773-6105.

ARTICLE V
STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of stock.

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Michael T. Haire, Esquire, Becker & Poliakoff, P.A., 500 Windereely Place, Suite 104, Maitland, Florida 32751.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the persons who shall serve as directors until the first meeting of

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2/18/98

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TALLAHASSEE, FLORIDA

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shareholders or until their successors shall have been elected and qualified are: Craig B. Connor, 419 Palm Drive, Oviedo, Florida 32765-6805.

ARTICLE VIII
INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is: Craig B. Conner, 419 Palm Drive, Oviedo, Florida 32765-6805.

The undersigned has executed these Articles of Incorporation this 13th day of February, 1998.

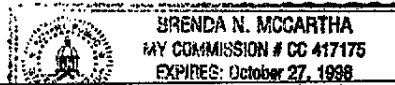
C. B. C.
Craig B. Conner

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 13th day of February, 1998, by CRAIG B. CONNER, who is personally known to me, or who has produced _____ as identification and who did (did not) take an oath.

Brenda N. McCarthy
Signature of Notary Public

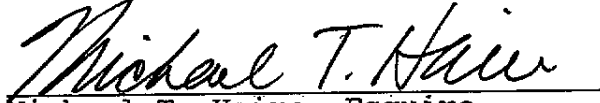


Name typed, printed or stamped
Title or rank:
My commission expires:
Serial Number (if any)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

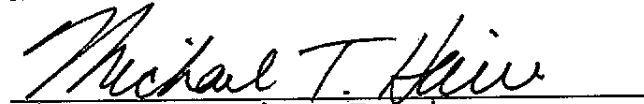
Pursuant to the provisions of Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: CompSave, Inc.
2. The name and address of the registered agent and office is: Michael T. Haire, Esquire, Becker & Poliakoff, P.A., 500 Winderely Place, Suite 104, Maitland, Florida 32751.


Michael T. Haire, Esquire
Attorney for the Corporation

2/13/98
Date

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.


Michael T. Haire, Esquire

2/13/98
Date

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TALLAHASSEE, FLORIDA