

Fred Ramirez, P. A. Attorney at Law

2501 East Commercial Boulevard, Suite 216

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July 28, 1998

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

Fred Ramirez, J. D., LL.M.

Fred Ramirez, P.A.

Juris Doctor

University of Miami (1973)

Master of Laws (In Estate Planning)

University of Miami (1993)

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-08/17/98--01018--003

****157.50 *****78.75

Re : Incorporation

Dear Gentilepersons:

Please file these Articles of Incorporation and send me in the enclosed self-addressed stamped envelope a Certificate of Good Standing for each corporation.

Enclosed is my check to the Secretary of State for \$157.50 for services as follows:

a. 2 Filing Fees	\$35.00 each	\$70.00
b. 2 Registered Agent Designation	\$35.00 each	\$70.00
c. 2 Certificate of Status	\$ 8.75 each	\$17.50

Very truly yours,

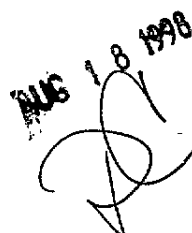


Fred Ramirez

Fr/s

Encl.

FILED
98 AUG 17 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 18 1998


This Instrument was prepared by:
Frederick Ramirez, Esq., Florida Bar No. 164596
Suite 216, 2501 East Commercial Boulevard
Ft. Lauderdale, FL 33308

FILED
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

COMPASS PROPERTY DEVELOPMENT, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be **COMPASS PROPERTY DEVELOPMENT, INC.** Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

To buy and sell real estate, build and develop unimproved land and conduct a general brokerage business on all forms or kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness, and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real, personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, equities and securities of whatever nature or kind for both cash and credit; to buy and sell bonds, stocks, notes, mortgages or other indebtedness or security; to loan money, either to itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the Laws of the State of Florida.

To apply for, hold, purchase, acquire or otherwise deal in letters, patent or copyrights of the United States or other countries; to work, operate or develop the same or to carry on any business, manufacturing or otherwise,

which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, assign, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this State or any other State, Country, Nation or Government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

To loan money on real estate and personal property.

To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body, politic, country, county, territory, state, government or colony, or any dependency thereof, and without limit as to amount; draw, make, accept, discount, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness, whether secured by bond, mortgage or otherwise.

To do any and all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the World as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and reissue any of the shares of its capital stock.

In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not specifically forbidden by the Laws of the State of Florida together with all the general powers conferred upon corporations by the Laws of the State of Florida.

ARTICLE III

The maximum number of Shares of Stock that the corporation is authorized to have outstanding at any time, shall be

2,000 Shares of \$1.00 Par Value

ARTICLE IV

The Initial Principal Office of the corporation shall be Suite 216, 2501 East Commercial Boulevard, Ft. Lauderdale, Florida 33308 and the initial Registered Agent of the corporation shall be FRED RAMIREZ, ESQUIRE, Suite 216, 2501 East Commercial Boulevard, Ft. Lauderdale, Florida 33308

ARTICLE V

The Names and Street Addresses of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME

STREET ADDRESS

Fred Ramirez Suite 216, 2501 East Commercial Boulevard,
Ft. Lauderdale, Florida 33308

The initial Board of Directors shall consist of 1 member.

ARTICLE VI

The Name and Street Address of each Incorporator to these ARTICLES OF INCORPORATION, are as follows:

Fred Ramirez, Esquire Suite 216, 2501 East Commercial
Boulevard, Ft. Lauderdale, Florida 33308

The corporation shall have perpetual existence.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section §607.0501, F.S., the following is submitted:

First that **COMPASS PROPERTY DEVELOPMENT, INC.** desiring to organize or qualify under the Laws of the State of Florida, has named **FRED RAMIREZ, ESQUIRE**, located at Suite 216, 2501 East Commercial Boulevard, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within Florida.

Dated this 12 day of August, A.D. 1998.

Fred Ramirez (SEAL)
Fred Ramirez, Incorporator

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

Dated this 12 day of August A.D. 1998

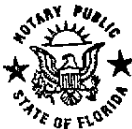
Fred Ramirez (SEAL)
Fred Ramirez

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me
this 12 day of August, 1998, by Fred Ramirez who is
(or are) personally known to be or who has produced
as identification.

My Commission Expires:

Kathryn C Zeoli
NOTARY PUBLIC



Kathryn C Zeoli
My Commission CC603187
Expires November 21, 2000

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE