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ACCOUNT NO. : 072100000032
REFERENCE : 965069 10805A
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 3:11

ORDER DATE : September 17, 1998
ORDER TIME : 12:31 PM
ORDER NO. : 965069-005
CUSTOMER NO: 10805A

CUSTOMER: Ms. Leigh C. Richardson
ALLEN & GOLDMAN, P.A.
411 Fleming Street
Key West, FL 33040

RECEIVED
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DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: COMPASS INC. OF THE FLORIDA KEYS

EFFECTIVE DATE:

700002642297--5

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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9/17/98

ARTICLES OF INCORPORATION
OF
COMPASS INC. OF THE FLORIDA KEYS

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is COMPASS INC. OF THE FLORIDA KEYS

ARTICLE II.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) of common stock, each share having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this corporation is to be 23093 Wahoo Lane, Cudjoe Key, Florida, 33042. The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE VII.

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

NAME

MARK SCARINCIO

ADDRESS

24844 Overseas Highway
Summerland Key, FL 33042

ARTICLE VIII.

The name and address of the persons signing these Articles of Incorporation is:

NAME

ADDRESS

MARK SCARINCIO

24844 Overseas Highway
Summerland Key, FL 33042

ARTICLE IX.

The corporation registered office shall be at 411 Fleming Street, Key West, Florida, 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

ARTICLE X.

Robert B. Goldman, Allen & Goldman, P.A. shall be registered or resident agent of this corporation and his address is 411 Fleming Street, Key West, FL 33040.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

Incorporation this 15th day of September, 1998.

Mark Scarincio
MARK SCARINCIO

STATE OF FLORIDA)

COUNTY OF MONROE)

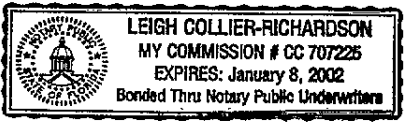
BEFORE ME, personally appeared MARK SCARINCIO to me well known and known to me to be the individual in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 15th day of September, 1998.

(SEAL)

Leigh Collier-Richardson
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF REGISTERED OR RESIDENT AGENT

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STATE OF FLORIDA)

COUNTY OF MONROE)

BEFORE ME, this day personally appeared ROBERT B. GOLDMAN, who being first duly sworn, deposes and says as follows:

That I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


ROBERT B. GOLDMAN

SWORN TO AND SUBSCRIBED before me this 16th day of

September, 1998.

(SEAL)


NOTARY PUBLIC

My Commission Expires:

