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TRANSMITTAL LETTER

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98 NOV -4 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT:

COMPAS TECHNOLOGIES, Inc.

(Proposed corporate name - must include suffix)

300002680023--2

11/04/98--01041--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Name (Printed or typed)

Compas Technologies Inc.

12247 SW 132nd Court  
Miami, FL 33186

City, State & Zip

Daytime Telephone number

P. Hall

NOV -5 1998

(3)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
COMPAS TECHNOLOGIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation, in the Office of the Secretary of State of Florida.

ARTICLE I - NAME

The name of this corporation shall be COMPAS TECHNOLOGIES, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The general objective and purpose of this Corporation shall be:

- 1.- To provide computer system support and internet solutions.
- 2.- To conduct any other legitimate business activity in the State of Florida and/or elsewhere which is consistent with, connected to, or related in any way with said purpose.

ARTICLE IV - BOARD OF DIRECTORS

The following people will serve on the Board of Directors as Officers and Directors:

President Marie A. Sandaire  
12247 S.W. 132nd Ct.  
Miami, Florida 33186  
Tel: 305-386-1382

Vice-President Jean J. Alexis  
12247 S.W. 132nd Ct.  
Miami, Florida 33186  
Tel: 305-386-1382

Secretary-Treasurer Jean J. Alexis  
12247 S.W. 132nd Ct.  
Miami, Florida 33186  
Tel: 305-386-1382

## ARTICLE V - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- The Board shall have all the duties and powers provided by Florida Statutes.

## ARTICLE VI - STOCK

The ownership of the corporation shall be as follows:

There shall be 1000 shares of stock with a par value of \$1.00 per share.

## ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles is:

Marie A. Sandaire                      12247 S.W. 132nd Ct.  
Miami, Florida 33186

## ARTICLE VIII - OFFICERS

- 1.- The officers of the corporation shall be the President, the Vice President and the Secretary who also assumes the functions of Treasurer.
- 2.- The officers shall be elected annually by the stockholders.
- 3.- In the event that the President is absent or unable to act, his or her duties shall be performed by the Vice-President.
- 4.- In the event of the death or resignation of the President, the Vice President shall serve as the President during his/her remainder of the term of office for which he/she was elected.
- 5.- In the event of the death or disability of both the President and the Vice-President, the stockholders shall elect an Acting President to hold office until the next scheduled election.

## ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may have become involved by reason of the Director or Officer being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Directors or Officers may be entitled.

ARTICLE X - PRINCIPAL OFFICE AND ADDRESS

The principal office of the corporation will be at 12247 S.W. 132nd Court, Miami, Florida 33186, or at such other place, within the State of Florida, as may be subsequently designated by the Board of Directors.

ARTICLE XI - INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office is at 12247 S.W. 132nd Court, Miami, Florida 33186. The initial registered agent is Lucien Adam, at the same address.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be adopted by the Board of Directors, either by majority vote at a meeting, or in any other means designated by the By-Laws.

The undersigned has executed these Articles of Incorporation this 14th day of July, 1998.

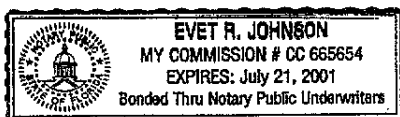
  
Marie A. Sandaire


STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above, to take acknowledgements, personally appeared Marie A. Sandaire, to me known to be the person described as a subscriber and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he subscribed the same.

WITNESS my hand and official seal, in the County of Dade, State of Florida, on this 14 day of October, 1998

My Commission expires:

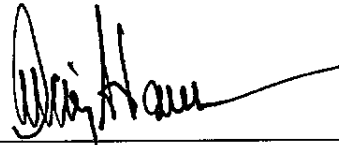


  
NOTARY PUBLIC STATE OF  
FLORIDA AT LARGE

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

First that COMPAS TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation has named Lucien ADAM, located at 1247 S.W. 132nd Court, Miami, County of Miami- Dade, as its agent to accept service of process within this State.

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.

  
\_\_\_\_\_  
Lucien Adam

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA