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ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 57

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736

TELEPHONE NUMBER: (352) 429-2183

FAX NUMBER: (352) 429-3035

ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

February 1, 1999

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

Re: Comp. 5, Inc.

800002763618--4
-02/03/99--01059--002
*****122.50 *****78.75

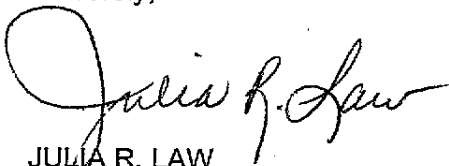
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

FILED
99 FEB -3 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 5 1999

ARTICLES OF INCORPORATION
OF
COMP. 5, INC.

FILED
99FEB-3 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is COMP. 5, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The registered office of this corporation in the State of Florida is 946 Park Ridge Boulevard, Clermont, Florida 34711. The Registered Agent for this corporation at this address is KEN WEBER. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have five directors initially, whose name and address are:

KEN WEBER, 946 Park Ridge Boulevard, Clermont, Florida 34711;

DAVID E. SEXTON, 309 Bloomingfield Drive, Brandon, Florida 33511;

RICHARD PARKER, 409 Penn National Road, Seffner, Florida 33584;

MICKEY PEREZ, 5000 Five Acre Road, Plant City, Florida 33565;

TROY J. SCHWARTZ, 6219 Watermark Drive, Apartment 102, Riverview, Florida 33569.

ARTICLE VII

The name and address of the incorporator of this corporation are:

KEN WEBER, 946 Park Ridge Boulevard, Clermont, Florida 34711;

DAVID E. SEXTON, 309 Bloomingfield Drive, Brandon, Florida 33511;

RICHARD PARKER, 409 Penn National Road, Seffner, Florida 33584;

MICKEY PEREZ, 5000 Five Acre Road, Plant City, Florida 33565;

TROY J. SCHWARTZ, 6219 Watermark Drive, Apartment 102, Riverview, Florida 33569.

ARTICLE VIII

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 them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

Ken Weber
KEN WEBER

David E. Sexton
DAVID E. SEXTON

Richard Parker
RICHARD PARKER

Mickey Perez
MICKEY PEREZ

Troy Schwartz
TROY V. SCHWARTZ

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take acknowledgments,
personally appeared KEN WEBER, who is personally known to me, or who
produced PERSONALLY KNOWN, as
identification, who is one of the incorporators in the foregoing Articles of
Incorporation, and acknowledged that he subscribed to these Articles of
Incorporation

WITNESS my hand and seal in the County and State named above this
31 day of JANUARY, 1999.

Stockton Alloway
Notary Public

STOCKTON ALLOWAY
Comm. Exp. July 20, 1999
Comm. No. CC 482719
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take acknowledgments,
personally appeared DAVID E. SEXTON, who is personally known to me, or who
produced PERSONALLY KNOWN, as
identification, who is one of the incorporators in the foregoing Articles of
Incorporation, and acknowledged that he subscribed to these Articles of
Incorporation

WITNESS my hand and seal in the County and State named above this
31 day of JANUARY, 1999.

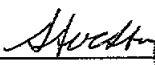

Stockton Alloway
Notary Public

STOCKTON ALLOWAY
Comm. Exp. July 20, 1999
Comm. No. CC 482719
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take acknowledgments,
personally appeared RICHARD PARKER, who is personally known to me, or
who produced PERSONALLY KNOWN
as identification, who is one of the incorporators in the foregoing Articles of
Incorporation, and acknowledged that he subscribed to these Articles of
Incorporation



WITNESS my hand and seal in the County and State named above this
31 day of JANUARY, 1999.


Notary Public 
STOCKTON ALLOWAY
My Comm. Exp. July 20, 1999
Comm. No. CC 482719
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take acknowledgments,
personally appeared MICKEY PEREZ, who is personally known to me, or who
produced DIVERS LICENSE, as
identification, who is one of the incorporators in the foregoing Articles of
Incorporation, and acknowledged that he subscribed to these Articles of
Incorporation

WITNESS my hand and seal in the County and State named above this
31 day of JANUARY, 1999.


Notary Public 
STOCKTON ALLOWAY
My Comm. Exp. July 20, 1999
Comm. No. CC 482719
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take acknowledgments,
personally appeared TROY J. SCHWARTZ, who is personally known to me, or
who produced DIVERS LICENSE
as identification, who is one of the incorporators in the foregoing Articles of
Incorporation, and acknowledged that he subscribed to these Articles of
Incorporation

WITNESS my hand and seal in the County and State named above this
31 day of JANUARY, 1999.


Notary Public 
STOCKTON ALLOWAY
My Comm. Exp. July 20, 1999
Comm. No. CC 482719
Bonded thru Pichard Ins. Agcy.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

The following is submitted, in compliance with Chapter 607.034, Florida Statutes:

COMP. 5, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 946 Park Ridge Boulevard, Clermont, County of Lake, State of Florida, has named KEN WEBER, located at 946 Park Ridge Boulevard, Clermont, County of Lake, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
KEN WEBER	President	946 Park Ridge Boulevard Clermont, Florida 34711
DAVID E. SEXTON	Vice President	309 Bloomingfield Drive Brandon, Florida 33511
MICKEY PEREZ	Treasurer	5000 Five Acre Road Plant City, Florida 33565
TROY J. SCHWARTZ	Secretary	6219 Watermark Drive Apartment 102 Riverview, Florida 33569

DIRECTORS:

Name	Specific Address
KEN WEBER	946 Park Ridge Boulevard Clermont, Florida 34711
DAVID E. SEXTON	309 Bloomingfield Drive Brandon, Florida 33511
RICHARD PARKER	409 Penn National Road Seffner, Florida 33584
MICKEY PEREZ	5000 Five Acre Road Plant City, Florida 33565
TROY J. SCHWARTZ	6219 Watermark Drive Apartment 102 Riverview, Florida 33569

BY: 
KEN WEBER, Corporate Officer

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


KEN WEBER, Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, 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 COMP. 5, INC.
2. The name and address of the registered agent and office is 946 Park
Ridge Boulevard, Clermont, Florida 34711. 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.



KEN WEBER, Registered Agent

Date: 1-31-99

FILED
99 FEB -3 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA