

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : MEDICAL INDUSTRIES OF AMERICA, INC.  
Account Number : I19980000026  
Phone : (561) 737-2227  
Fax Number : (561) 265-2869

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

Compass Knowledge Group, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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**ARTICLES OF INCORPORATION  
of  
COMPASS KNOWLEDGE GROUP, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as the sole incorporator of **Compass Knowledge Group, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **Compass Knowledge Group, Inc.** for such corporation:

**ARTICLE I**

**Name and Address**

The name of the corporation shall be **Compass Knowledge Group, Inc.** and its principal corporate office shall be initially located at 2710 Rew Circle, Ocoee, Florida 34761.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

**ARTICLE III**

**General Purposes**

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

**ARTICLE IV**

**Shares**

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

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## ARTICLE V

### Initial Registered Office and Agent

The address of the Registered Office of the corporation is 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426 (which is the same as its initial principal address), and the initial Registered Agent is E. Nicholas Davis, III located at 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426.

## ARTICLE VI

### Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

Rogers W. Kirven  
2710 Rew Circle  
Ocoee, Florida 34761

## ARTICLE VII

### Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III, Medical Industries of America, Inc., 1903 S. Congress Avenue, Suite 400, Boynton Beach, Florida 33426.

## ARTICLE VIII

### Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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**ARTICLE IX**

**Conference Meetings**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE X**

**Action By Consent**

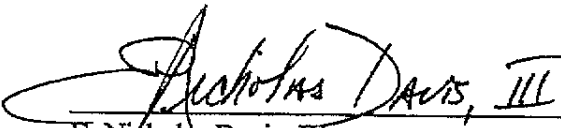
The directors of this corporation may take action by written consent as provided by law.

**ARTICLE XI**

**Indemnification**

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 9th day of February, 1999.

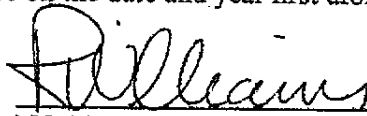
  
E. Nicholas Davis, III

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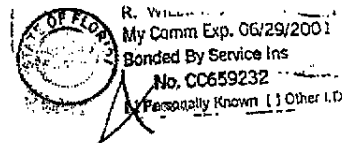
STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH   )

On this 9<sup>th</sup> day of February, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied \_\_\_\_\_ as identification, acknowledged to the fact that he is the Registered Agent and Incorporation of the Corporator, and that he executed as said pursuant of the foregoing Articles of Incorporation of the Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC

Notary Public Commission expires: 6-29-2001  
[Notarial Seal]



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**ACCEPTANCE OF APPOINTMENT BY  
REGISTERED AGENT**

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**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED**, this 9<sup>th</sup> day of February, 1999

  
E. Nicholas Davis, III, Registered Agent

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