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TRANSMITTAL LETTER

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

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-06/07/99--01133--018
*****122.50 *****78.75

SUBJECT: COMPANIONS INTERNATIONAL, INC.
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy
of the articles of incorporation for the above
corporation and check in the amount of \$122.50.

FROM: COMPANIONS INTERNATIONAL, INC.
NAME

PO BOX 19
ADDRESS

DEBARY, FLORIDA 32713
CITY, STATE & ZIP

FILED
1999 JUN -7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only
when certified copy is requested.

FILED

1999 JUN -7 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

COMPANIONS INTERNATIONAL, INC.

ARTICLE I

Name and Duration

The name of the Corporation is COMPANIONS INTERNATIONAL, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 59 Dogwood Trail, DeBary Florida, 32713.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Corporation in the State of Florida is 59 Dogwood Trail, DeBary Florida, 32713. The name of the registered agent at such address is Howard L. Bain.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock, which the Corporation has the authority to issue, is One Thousand (1000) shares of Common Stock ("Common Stock").

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Howard L. Bain	59 Dogwood Trail DeBary, Volusia County Florida 32713

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons whom shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Howard L. Bain	59 Dogwood Trail DeBary, Volusia County Florida 32713
Robbi Ann Bain	59 Dogwood Trail DeBary, Volusia County Florida 32713

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any Incorporator, officer or director, or any former Incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

The shareholders shall not take any action or omit to take any action that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, unless such action or omission is first approved by the Board of Directors of the Corporation. Any transfers of the Corporation's Common Stock that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, whether by operation of law or otherwise, are null and void ab initio.


ARTICLE XII

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and the same price at which such stock is offered to others.


IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute, file and record these Article of Incorporation, and does certify that the facts herein stated are true.

DATED as the 1st day of June, 1999.


Howard L. Bain

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation were acknowledged before me this 1st day of June 1999, by Howard L. Bain. He is personally known to me and did not take an oath.

 **DENISE L. CREMER**
COMMISSION # CC 532068
EXPIRES MAR 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.
Denise L. Cremer

NOTARY PUBLIC
Printed Name: Denise L. Cremer
My Commission Expires: 3-1-2000


REGISTERED AGENT CERTIFICATE

In pursuant of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That COMPANIONS INTERNATIONAL, INC., desiring to organized under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of DeBary County of Volusia, State of Florida, has named Howard L. Bain, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.


Howard L. Bain