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ATTORNEYS:

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OF COUNSEL:

WILLIAM W. SYDNOR (FED BAR)
JAMES L. CAPPS II (CO BAR; COURT OF MILITARY APPEALS)
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FIRM ADMINISTRATOR

GAYLE HAIR, C.L.A.

MIS DIRECTOR

DOUGLAS A. HAIR

INVESTIGATOR

KYLE S. HAIR

LEGAL STAFF

DAWN E. FENNER
NATALIE MARTIN
SHANNON GAHN
MICHELLE WHITE

VICTORIA ROBINSON
TODD W. STEWART

December 8, 1999

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

Re: 2 Comply, Inc.

Gentlemen:

Enclosed herewith are the following documents:

1. Articles of Incorporation 2 Comply, Inc.
2. Certificate of Acceptance of Registered Agent.
3. Our firm check in the amount of \$78.50 in payment of the filing fee, registered agent fee and a certified copy of the Articles of Incorporation.

Thank you for your attention to this matter.

Very truly yours,

Robert T. Terenzio

RTT/ac
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
2 COMPLY, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be 2 Comply, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5665 Westview Drive, Orlando, FL 32810.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

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 V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock with the par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Robert T. Terenzio, 999 Douglas Avenue, Suite 3333, Altamonte Springs, FL 32714.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

James R. DeGroot
5665 Westview Drive
Orlando, FL 32810

ARTICLE VIII - DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial director of the corporation are:

James R. DeGroot
5665 Westview Drive
Orlando, FL 32810

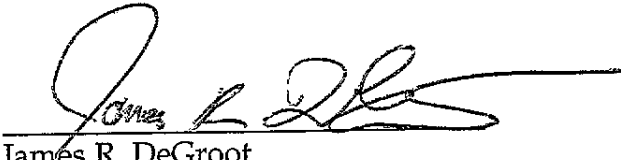
IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8TH day of December, 1999.


James R. DeGroot


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is:
2 Comply, Inc.
2. The name and address of the registered agent and office is:

Robert T. Terenzio
999 Douglas Avenue, Suite 3333
Altamonte Springs, FL 32714

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.


Robert T. Terenzio
December 7, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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