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GS

GARY SIEGEL • ATTORNEY AT LAW

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November 21, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 PM 3:01

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: ALLSTAR PROTECTIVE SERVICES, INC.

Enclosed herewith, please find an original and one copy of the Articles of Incorporation of the above-named corporation along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee: \$20.00
Registered Agent Fee: 20.00
Certified Copy: 30.00
Total: \$70.00

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*****70.00 *****70.00

Please file same and forward a confirmation of the filing to me at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,

GARY SIEGEL, ESQUIRE

GS/clf
Enclosures

11/30/00

ARTICLES OF INCORPORATION

OF

ALLSTAR PROTECTIVE SERVICES, INC.

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ARTICLE I. NAME. The name of the corporation shall be ALLSTAR PROTECTIVE SERVICES, INC.

ARTICLE II. DURATION. The corporation shall exist perpetually.

ARTICLE III. PURPOSE. The purpose of this corporation is for security services, and for the transaction of any lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value per share, and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT. The street address of the principal office is 2228 King Charles Court, Winter Park, FL 32792, and the mailing address of the principal office of this corporation is 2228 King Charles Court, Winter Park, FL 32792. The name of the Initial Registered Agent is JAMES L. BROWN, JR., located at 2228 King Charles Court, Winter Park, FL 32792.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors

may never be less than one (1). The name and address of the initial director(s) of this corporation is:

JAMES L. BROWN, JR.
2228 King Charles Court
Winter Park, FL 32792

ARTICLE VII. INITIAL OFFICERS.

President: JAMES L. BROWN, JR.
V. President: JAMES L. BROWN, JR.
Secretary: JAMES L. BROWN, JR.
Treasurer: JAMES L. BROWN, JR.

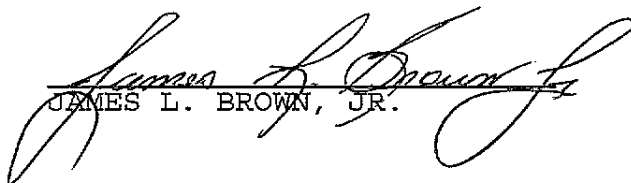
ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital

100 Shares JAMES L. BROWN, JR.

ARTICLE IX. INCORPORATOR NAME AND ADDRESS: The incorporator's name is JAMES L. BROWN, JR. and the incorporator's address is 2228 King Charles Court, Winter Park, FL 32792.

ARTICLE X. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

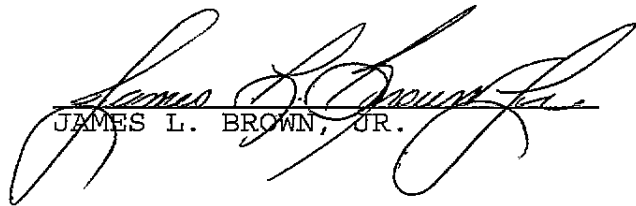
IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 21 day of November, 2000.


JAMES L. BROWN, JR.

ACCEPTANCE OF REGISTERED AGENT

I, JAMES L. BROWN, JR., have been named to act as the Registered Agent to accept service of process for ALLSTAR PROTECTIVE SERVICES, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 21 day of November, 2000.


JAMES L. BROWN, JR.

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