

F01000004762

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VGI Incorporated

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas LaVardera

(Name of Person)

VGI Incorporated

(Firm/Company)

420 East 149th Street

(Address)

Bronx, NY 10455

(City/State and Zip code)

900004546649--8
-08/21/01--01026--002
*****87.50 *****87.50

W01-19940

For further information concerning this matter, please call:

Thomas LaVardera

(Name of Person)

at (718) 665-1515

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee
Certificate of Status &
Certified Copy

01 SEP 10 AM 8:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Ep



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 28, 2001

THOMAS LAVARDERA
VGI INCORPORATED
420 EAST 149TH STREET
BRONX, NY 10455

SUBJECT: VGI INCORPORATED
Ref. Number: W01000019940

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:56

We have received your document for VGI INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that this adopted name is for use in Florida only and does not affect your filing in New York in any way. Please also note that you are not allowed to form an adopted name by adding "Florida" or "of Florida" to your name. You may wish to call the number below to check the availability of any name you wish to adopt.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 701A00048879

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Thomas LaVardera, do hereby certify
(Name)

VGI Incorporated

that this Resolution of the Board of Directors of _____
VGI Incorporated

(Corporate Name)

New York

a corporation duly organized and existing under the laws of the State of _____,
September 5, 2001

was duly adopted on _____,
VGI Incorporated

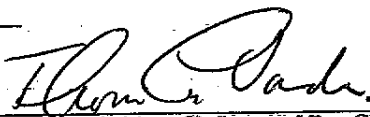
Be it resolved, that _____,
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name
VGI Security Incorporated

for use in Florida.

September 5, 2001

Dated: _____



Executive Vice President

Signature of either Chairman, Vice Chairman or any officer

Thomas LaVardera

Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:56

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. VGI Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 13-2654275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/03/70 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 420 East 149th Street, Bronx, NY 10455
(Principal office address)
2112 Sotuh Congress Ave - Suite 201, West Palm Beach, FL 33406
(Current mailing address)
8. security & investigative services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: David Pomerance
- Office Address: 2112 South Congress Ave - Suite 201
West Palm Beach, Florida 33406
(City) (Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:56

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Noschese

Address: 31 Clover Place, New Rochelle, NY 10805

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: John Noschese

Address: Same as above

Vice President:

Address:

Secretary: Theresa Noschese

Address: 31 Clover Place, New Rochelle, NY 10805

Treasurer: Theresa Noschese

Address: same as above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:56

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John Noschese Ch. Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

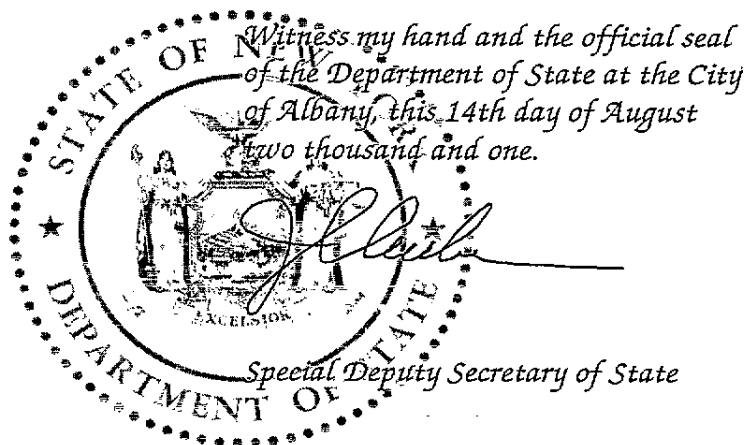
14. John Noschese - Chairman and President
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of VGI INCORPORATED was filed on 03/03/1970, under the name of VIGILENT GUARD AND INVESTIGATIONS INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment VIGILENT GUARD AND INVESTIGATIONS INC., changing its name to VIGILENT GUARDIAN CORP., was filed 04/16/1973.

A Certificate of Amendment VIGILENT GUARDIAN CORP., changing its name to VGI INCORPORATED, was filed 07/02/1973.



200108150082 53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:56