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LIMITED LIABILITY COMPANY

loyal american protection systems, llc

Certificate of Status	0
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ARTICLE OF ORGANIZATION
OF
LOYAL AMERICAN PROTECTION SYSTEMS, LLC
LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Company shall be: LOYAL AMERICAN PROTECTION SYSTEMS, LLC. Initial office shall be located at 922 NW 114th Avenue, in the City of Coral Springs, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other places of place as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1- To engage in any activity or business authorized under the Florida Statutes.
- 2- In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

Prepared By:
BW&T Business Advisers, Inc.
9050 Pines Blvd. Ste 450-B
Pembroke Pines FL 33024

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- 3- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, Goodwill. Rights, assets, and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of these rights and property to acquired.
- 4- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney – in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company association, partnership, firm, syndicate, individual, or other entity, and in its capacity or under this arrangement develop, improve, stabilize, strengthen, or extended the property and commercial interest of the property and aid, assist, or participate an any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.
- 6- To do everything, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members until December 31, 2003, acting according to the operational agreement signed by each member, whose names and addresses are as follows:

Members	Address
Luis G. Leal	922 NW 114 th Avenue Coral Springs, FL 33071

*Prepared By:
BW&T Business Advisers, Inc.
9050 Pines Blvd. Ste 450-B
Pembroke Pines FL 33024*

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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INITIAL REGISTERED OFFICE AND REGISTERED AGENT

2003.

Luis G. Leal

Luis G. Leal
Manager

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WILLAMSBURG
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Notary Public.

My Commission Expires _____

TOTAL P. 07

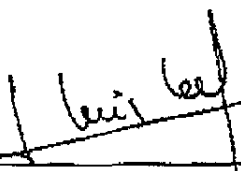
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091, Florida Statutes, the following is submitted:

FIRST: That LOYAL AMERICAN PROTECTION SYSTEMS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Coral Springs, State of Florida, has named Luis G. Leal, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Luis G. Leal, Manager

Date: 5-7-03

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Prepared By:
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