

P000000018520

Law Office of
Teresa Byrd Morgan
a Professional Association
302 East Duval Street
Lake City, Florida 32055

EFFECTIVE DATE
2-14-00

Teresa Byrd Morgan
Elizabeth A. Martin

February 15, 2000

Telephone: 904 / 755-1977
Facsimile: 904 / 755-8781

Corporate Records Bureau
Division of Corporations, Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 FEB 17 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Edgar and Associates Investigative Services, P.A.

Dear Sir/Madam:

Please find enclosed herewith the original and executed copy of Articles of Incorporation of Edgar and Associates Investigative Services, P.A., a Florida profession service corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our check in the sum of \$122.50 as payment for the following costs:

Filing Fee:	\$ 35.00
Fee for certified copy:	52.50
Fee for designation of registered agent	35.00

Total: \$122.50

Since the registered agent for this corporation is properly designated in the Articles of Incorporation, and she has signed as an incorporator, we presume no separate certificate is required with regard to the same.

Thank you.

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-02/17/00--01034--010
****122.50 *****78.75

Very truly yours,

2/22
Informed client by letter
added title RA below signature.

Elizabeth A. Martin
Elizabeth A. Martin
For the Firm

Enclosures
1. Articles and copy
2. Check

S. Thompson FEB 22 2000

EFFECTIVE DATE
2-14-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EDGAR & ASSOCIATES INVESTIGATIVE SERVICES, P.A.

The undersigned incorporator hereby forms and organizes a professional service corporation for profit pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation shall be Edgar & Associates Investigative Services, P.A.

Article II
Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be: Edgar & Associates Investigative Services, P.A., Route 2, Box 388, Lake City, Florida 32024.

Article III
Purpose

The nature of the business to be transacted by this corporation, and its objects and purposes, shall be as follows:

(a) To engage in every phase and aspect of the business and profession of rendering investigative services to the public, and in the general practice of investigations in the same manner in which an investigator duly licensed under the laws of the State of Florida is authorized to render, provided that such professional

services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to engage in investigative services therein;

(b) To invest in real estate, mortgage, stocks, bonds, or any other type of investment;

(c) To own real and personal property necessary for the rendering of the above stated professional services;

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, either now in effect or hereinafter enacted, and to do any and all things hereinabove otherwise specifically set forth to the same extent as a natural person might or could do to the extent permitted by law.

Article IV Duration

The period of duration of the corporation is perpetual, unless dissolved according to law.

Article V Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice as an investigator in the state of Florida.

Authorized capital stock may be paid for in cash, services, or

property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Article VI

Initial Registered Agent and Street Address

The name and street address of the initial registered agent are: Nancy E. Edgar, Route 2 Box 388, Lake City, Florida 32024. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that she is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

Article VII

Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
NANCY E. EDGAR	Route 2 Box 388 Lake City, Florida 32024
ROBERT T. EDGAR	Route 2 Box 388 Lake City, Florida 32024

Article VIII

Incorporators

The names and street addresses of the incorporators for these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
NANCY E. EDGAR	Route 2 Box 388 Lake City, Florida 32024
ROBERT T. EDGAR	Route 2 Box 388 Lake City, Florida 32024

Article IX
Amendment

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article X
Limitations on Corporate Stock

The following limitations shall apply to the issuance, ownership, and sale and transfer of the stock of this corporation:

(a) No one, other than a professional corporation or an individual who is duly licensed as an investigator under the laws of the State of Florida and legally authorized to render investigative services to the public and engage in an investigative practice, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the

authority to exercise the voting power of any or all of his stock;

(b) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation;

(c) No shareholder of this corporation may sell or transfer his stock in this corporation except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall be approved, at a shareholder's meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting;

(d) In the event there is now, or at any time in the future may be, more than one shareholder of this

corporation before stock is issued to shareholders, each must have negotiated with the other shareholders of the corporation, a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreements, from time to time entered into between the shareholders and the shareholders and the corporation, shall be filed with the secretary of the corporation and made a part of the records of the corporation.

Article XI
Commencement of Existence

The corporation shall commence existence at 12:01 A.M. on February 14, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 2000.

Nancy E. Edgar
NANCY E. EDGAR, Incorporator /Registered Agent

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by NANCY E. EDGAR this 14th day of February, 2000.

Produced FL D/L # E324-625-52-603-0

Diane B. Hiers
Notary Public, State of Florida

Diane B. Hiers
(Print or type name)

My commission expires:



Diane B. Hiers
MY COMMISSION # CC619598 EXPIRES
March 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.