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Joseph A. Murphy, III  
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Stuart, Florida 34994

(561) 223-8600  
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February 2, 2000

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

100003124121--8  
-02/04/00-01058-012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Incorporation

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for IBIS Corporation Florida, Inc.. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,

*Joseph A. Murphy III*  
Joseph A. Murphy, III /ks

JAM/ks  
encl.

FILED  
00 FEB 25 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~100 2100~~

T BROWN FEB 28 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 10, 2000

JOSEPH A. MURPHY, III  
516 CAMDEN AVENUE  
STUART, FL 34994

SUBJECT: IBIS CORPORATION FLORIDA, INC.  
Ref. Number: W00000003603

We have received your document for IBIS CORPORATION FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with 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) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 100A00006926

**ARTICLES OF INCORPORATION**  
**OF**  
**IBIS RISK MANAGEMENT SERVICES, INC.**

**FILED**  
00 FEB 25 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE ONE**

The name of the corporation is **IBIS RISK MANAGEMENT SERVICES, INC.**

**ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

1508 SE Royal Green Circle  
E-203  
Port St. Lucie, FL 34952

**ARTICLE THREE**

The name of the registered agent at the above address is:

Derek S.T. Baldwin  
1508 SE Royal Green Circle  
E-203  
Port St. Lucie, FL 34952

**ARTICLE FOUR**

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

**ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

**ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

**ARTICLE SEVEN**

The corporation is in the business of protective services, investigations and risk management consulting.

**ARTICLE EIGHT**

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one and at a maximum of ten directors. The initial director shall be:

Derek S.T. Baldwin  
1508 SE Royal Green Circle  
E-203  
Port St. Lucie, FL 34952

**ARTICLE NINE**

The name and address of the individual who is the incorporator:

Derek S.T. Baldwin  
1508 SE Royal Green Circle  
E-203  
Port St. Lucie, FL 34952

**ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Derek S.T. Baldwin
Vice-President	Derek S.T. Baldwin
Secretary	Derek S.T. Baldwin
Treasurer	Derek S.T. Baldwin

**ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Derek S.T. Baldwin	1508 SE Royal Green Circle E-203 Port St. Lucie, FL 34952	100	\$100.00

**ARTICLE TWELVE**

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

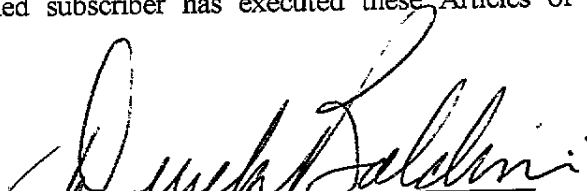
**ARTICLE THIRTEEN**

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

**ARTICLE FOURTEEN**

After incorporation, the corporation may adopt a plan agreeable to an consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

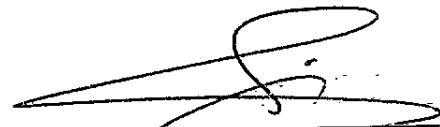
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 2000.

  
DEREK S.T. BALDWIN

PROVINCE OF ONTARIO  
COUNTRY OF CANADA

BEFORE ME, a Notary Public authorized to take acknowledgments in the Province and Country aforesaid, personally appeared **DEREK S.T. BALDWIN** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified himself by <sup>Notary</sup> Drivers License # known him for 5 years he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 31 day of January, 2000.

  
Notary Public  
in & for the  
Province of  
Ontario  
G. Al-Sawaidi

My commission expires:  
Barista & Solicitor

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**


**FILED**  
00 FEB 25 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First- That IBIS RISK MANAGEMENT SERVICES, INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Port St. Lucie, County of St. Lucie, State of Florida has named DEREK S.T. BALDWIN, 1508 SE ROYAL GREEN CIRCLE, E-203, PORT ST. LUCIE, FLORIDA 34952 being in the County of St. Lucie, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
**DEREK S.T. BALDWIN**  
Registered Agent

Date: 21st January 2000