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To:

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From: Nery C. Toledo, Legal Assistant

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FLORIDA PROFIT CORPORATION OR P.A.

SECURIT-E-DOC REINCORPORATION, INC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
SECURIT-E-DOC REINCORPORATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act ("FBCA"), hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is **SECURIT-E-DOC REINCORPORATION, INC.** (the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 1689 Forum Place, West Palm Beach, Florida 33401.

**ARTICLE III  
CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Hundred Twenty Five Million (225,000,000) shares, consisting of (i) Two Hundred Million (200,000,000) shares of common stock, par value \$.0001 per share (the "Common Stock"), of which One Hundred Sixty Million (160,000,000) shares of Common Stock will be classified as a series of Common Stock referred to as the "Class A Voting Common Stock," and Forty Million (40,000,000) shares will be classified as a series of Common Stock referred to as the "Class B Non-Voting Common Stock," and (ii) Twenty Five Million (25,000,000) shares of Preferred Stock, par value \$.0001 per share (the "Preferred Stock"). All shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges, except as otherwise provided in these Articles of Incorporation.

**1. Common Stock.**

(a) Voting Rights of Class B Non-Voting Common Stock. Except as otherwise provided by law, the holders of Class B Non-Voting Common Stock shall have no right in any event to vote on any matter to be voted on by the shareholders of the Corporation (including any election or removal of the directors of the Corporation).

(b) Conversion of Class B Non-Voting Common Stock. The Corporation shall be entitled, at any time, to convert ("Conversion") all or any portion of the shares of Class B Non-Voting Common Stock held by the holders thereof into an equal number of shares of Class A Voting Common Stock upon approval of the Corporation's board of directors ("Board Approval"). Each Conversion of shares of Class B Non-Voting Common Stock into shares of Class A Voting Common Stock shall be effected automatically upon Board Approval. Upon notice from the Corporation of the Conversion, each holder of Class B Non-Voting Common Stock shall surrender the certificate(s) evidencing the shares of Class B Non-Voting Common Stock to the Corporation; provided, however,

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that the Conversion shall be deemed effective (i) upon Board Approval, notwithstanding the failure of a holder of Class B Non-Voting Common Stock to surrender such certificate(s), and (ii) on the opening of the business day following the Board Approval. Upon Conversion, the shares of Class B Non-Voting Common Stock which are so converted shall not be re-issued. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Voting Common Stock, solely for purposes of effecting the Conversion, the number of shares of Class A Voting Common Stock which shall then be issuable upon Conversion of the Class B Non-Voting Common Stock. Shares of Class A Voting Common Stock shall not be convertible into shares of Class B Non-Voting Common Stock.

2. **Preferred Stock.** The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

- (a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
- (d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- (e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;
- (f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
- (g) any other relative rights, preferences and limitations of that series.

#### **ARTICLE IV**

#### **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

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## **ARTICLE V INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Stephen P. Johnson, c/o Akerman, Senterfitt & Eidson, P.A., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

## **ARTICLE VI INDEMNIFICATION**

To the maximum extent permitted by the FBCA, the Corporation shall:

(a) indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

(c) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

(d) The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

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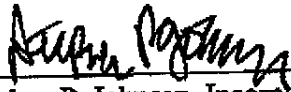
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
23rd day of October, 2000.

  
\_\_\_\_\_  
Stephen P. Johnson, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of SECURIT-E-DOC REINCORPORATION, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23rd day of October, 2000.

American Information Services, Inc.

By: *Nery C. Toledo, Asst. Sec.*  
Nery C. Toledo, Assistant Secretary

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