

PO1000028701



ACCOUNT NO. : 072100000032

REFERENCE : 082128 80820A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizutto

FILED
2001 MAR 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 19, 2001

ORDER TIME : 10:28 AM

ORDER NO. : 082128-005

CUSTOMER NO: 80820A

CUSTOMER: Ms. Deana *. Smith
Anderson & Artigliere

4927 Southfork Drive

Lakeland, FL 33807

800003877068--3

DOMESTIC FILING

NAME: INTERNATIONAL CENTER FOR
EMERGENCY RESPONSE TRAINING
ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

509-2590

601-6168

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 AM 11:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
[Signature]



FILED

2001 MAR 19 PM 3:01

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 19, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: INTERNATIONAL CENTER FOR EMERGENCY RESPONSE
TRAINING ACADEMY, INC.
Ref. Number: W01000006168

We have received your document for INTERNATIONAL CENTER FOR EMERGENCY RESPONSE TRAINING ACADEMY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 301A00016611

RECEIVED
01 MAR 20 AM 11:27
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3/16/01

FILED

**ARTICLES OF INCORPORATION
OF**

2001 MAR 19 PM 3:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

INTERNATIONAL CENTER
FOR
EMERGENCY RESPONSE
TRAINING ACADEMY,

INC. _____

ARTICLE I - NAME

The name of this corporation is **INTERNATIONAL CENTER FOR EMERGENCY
RESPONSE TRAINING ACADEMY, INC..**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office of this corporation is 3001 SW 67th
Avenue, Ocala, Florida 34474.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 15,000 shares of voting common stock
having a par value of \$0.50 per share.

ARTICLE IV - COMPOSITION OF INITIAL BOARD OF DIRECTORS

Initially, this corporation shall have one director. The number of directors may be
increased or decreased from time to time in accordance with the provisions of the
corporation's by-laws. The name of the initial director is and address of the member of the

initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Gary T.C. Joice	29 Taylor Crescent RR 3 Perry Sound, Ontario Canada P21 2W9

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent is Jon H. Anderson, and his address is c/o Anderson & Artigliere, P.A., 4927 Southfork Drive, Lakeland, Florida 33813.

ARTICLE VI - INCORPORATOR

The name of the incorporator is Gary T.C. Joice and his address is 29 Taylor Crescent, RR 3, Perry Sound, Ontario Canada P21 2W9.

ARTICLE VII - DURATION

This corporation shall have perpetual existence, commencing on the date specified in Article IX, below.

ARTICLE VIII - PURPOSE

This corporation is organized for the purpose of transacting any lawful business in any jurisdiction.

ARTICLE IX - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Sections 607.0123 and 607.0203(1), Florida Statutes, the date when corporate existence shall commence is the earlier of (1) the date of execution of these Articles of Incorporation by the Incorporator if the execution date is not less than five business days prior to the filing date or (2) the filing date.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in accordance with the provisions of the Bylaws of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares of the common stock of this corporation as may be issued from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio of each holder's authorized and issued common stock to the total authorized and issued common stock shall be determined;
2. Each holder shall have the right for thirty (30) days from the date of written notification of each proposed issue, to purchase that number of shares of common stock which is necessary to maintain the holder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article;
3. Exercise of a holder's preemptive rights shall be by tender, within the time specified in Article X, Section 2, of the full amount of the purchase price in cash (U.S. Currency), certified check or cashier's check;
4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or such other form of mail as may require a written receipt) to each holder at the holder's address on the books of the corporation;
5. Upon the failure of any holder to exercise preemptive rights under this Article, such holder's preemptive rights shall lapse as to that particular issue only;
6. Upon any legal action to construe this Article, or to seek any judicial

determination concerning the provisions of this Article of its effect, the prevailing party shall be entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions of this Article:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his, her or its common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:

a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;

c. From the receipt of the selling shareholder's notice, this corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one

year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value of the selling shareholder's shares, and the corporation shall pay this amount to the selling shareholder, in cash, in exchange for the shares. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or, in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation does not have sufficient surplus to purchase the shares, then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall take reasonable and necessary steps to reduce the capital of the corporation in order to provide sufficient surplus for the balance required to purchase of all of the offered shares for cash. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered shares for cash, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible given the corporation's available cash. Thereafter, the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it to the remaining shareholders, pro rata, to be purchased at the same price as established above. The corporation shall have thirty (30) days after the date of the corporation's receipt of the notice of the selling shareholder's intention

to sell his, her or its shares, to reduce its capital and purchase said stock. Individual stockholders shall each have an additional thirty (30) days to purchase their pro rata portions of any remaining shares. If one or more shareholders opt not to purchase their respective pro rata portions, then those shareholders who do elect to purchase their pro rata portions shall have an additional fifteen (15) days within which to purchase their pro rata portions of the remaining unsold shares of the selling shareholder. If any shares remain unsold after these options to purchase expire, then the selling shareholder may sell them to any person or entity, free and clear of any further obligation to offer the shares to the corporation or its other shareholders. However, all shares sold to such other persons or entities shall be limited and restricted under this Article in the same manner as were the original shares of the corporation.

3. Each and every certificate of stock of this corporation shall be labeled with the following limitation:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XI) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

The label may be either on the front or back side of each certificate. The owners or holders of certificates bearing this label shall be conclusively presumed to know of the existence of the limitation and these restrictions.

4. This Agreement shall be binding upon the parties hereto, their heirs, successors, assigns and legal representatives.

5. Each shareholder shall execute a will or codicil to an existing will, or an amendment to the shareholder's trust, directing the legal representative of his or her estate, or the trustee of his or her trust, to offer the decedent's shares of stock to the corporation and the corporation's other shareholders pursuant to the provisions of the agreement within nine months of the date of the shareholder's death. Failure to execute a will, codicil or trust amendment as described in this provision shall not adversely affect the rights of the corporation or other shareholders, or the obligations of the legal representative or trustee or successor of any deceased shareholder to honor the provisions of this Article.

ARTICLE XII - NO INVOLUNTARY DISSOLUTION

In the event any transfer, encumbrance, or distribution of stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and:


1. the directors are deadlocked in the management of the corporate affairs, the shareholders are unable to break the deadlock, and irreparable injury to the corporation is threatened or being suffered; or
2. the shareholders are deadlocked in voting power and have failed to elect successors to directors whose terms have expired or would have expired upon qualification of their successors; or
3. the corporate assets are being misapplied or wasted;

the shareholders shall not seek the involuntary dissolution of the corporation under Fla. Stat. 607.1430(2). Rather, and in lieu of seeking the involuntary dissolution of the incorporation under Fla. Stat. 607.1430(2), the shareholders agree to submit the questions

or issues related to the alleged deadlock, misapplication or waste for binding arbitration in accordance with the Florida Arbitration Code. The Arbitrators' undertaking and commission shall be to resolve the deadlock or circumstance of misapplication or waste in the most efficient way possible which permits the corporation to survive and continue to do business. The arbitrators' determination with regard to this undertaking or commission shall be final and binding upon the corporation and its shareholders and directors.

The receipt and acceptance of stock in this corporation shall constitute a waiver or agreement, on behalf of the recipient and his, her or its Personal Representatives, successors, heirs or assigns, to forego the statutory remedy of involuntary dissolution provided in Fla. Stat. 607.1430(2). The purpose of this provision and the intention of the incorporator and the corporation is to substitute binding arbitration under the Florida Arbitration Code for the statutory remedies set forth in Fla. Stat. 607.1430(2).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16th day of March, 2001.

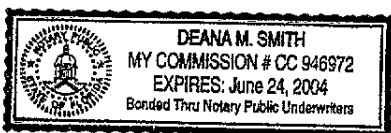


Gary T.C. Joice, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Gary T.C. Joice known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me or produced a valid Florida driver's license.

Witness my hand and official seal in the County and State last aforesaid this 16th day of March, 2001.





NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires: 06-24-04

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Jon H. Anderson, being appointed in the foregoing Articles of Incorporation as the registered agent for **INTERNATIONAL CENTER FOR EMERGENCY RESPONSE TRAINING ACADEMY, INC.**, hereby accepts such appointment this 16th day of March, 2001.



JON H. ANDERSON

FILED
2001 MAR 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA