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CHUCK MOGBO, P.A.

Certified Public Accountant

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FILED
01 APR -2 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 2001

Department of State
Division of Corporations
406 East Gaines Street
Tallahassee, FL 32399

700003943747--3
-04/02/01--01122--013
*****78.75 *****78.75

Dear Sirs,

RE: INCENTIVE GROUP PROTECTION SERVICES, INC.

Enclosed is Articles of Incorporation along with check for \$78.75
for incorporation with the State of Florida, for INCENTIVE GROUP PROTECTION
SERVICES, INC.

If I can be of further assistance, please call me at (954) 739-4669 or
(954) 739-1966.

Respectfully yours,

Chuck Mogbo, P.A.
Chuck Mogbo, P.A.

Encls.

COY-5

ARTICLES OF INCORPORATION
FOR
INCENTIVE GROUP PROTECTION SERVICES, INC.

FILED
01 APR -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporate(s), for the purpose of forming a corporation under the Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1- NAME

The name of the corporation shall be: Incentive Group Protection Services, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

901 Progresso Drive, Unit L10
Fort Lauderdale, Fl 33307

ARTICLE III- CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

100,000 SHARES HAVING A PAR VALUE OF ONE DOLLAR
(\$1.00) PER SHARE. THE CONSIDERATION TO BE PAID
FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE
BOARD OF DIRECTORS.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BLVD.
SUITE 209
OAKLAND PARK, FL 33311


ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Elaine Marciano
2800 NW 56th Avenue, D402
Lauderhill, FL 33313

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

23rd day of MARCH, 2001.


Signature


STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 23rd day of March, 2001.



KEITH A. MARTIN
COMMISSION # CC 674032
EXPIRES AUG 21, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC State of Florida
at Large

My commission expires:

ARTICLE VI - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE VII- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII- OFFICERS

The name(s) and post office address(es) of the members of the Board of Directors and officer(s) who shall hold office for the corporation is (are) as follows:

Elaine Marciano/President
2800 NW 56th Avenue, D402
Lauderhill, Fl 33313

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

CERTIFICATE OF DESIGNATION
REGISTERED/AGENT REGISTERED OFFICE

FILED
01 APR -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

The name of the corporation is: INCENTIVE GROUP PROTECTION SERVICES, INC.

2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BLVD.
SUITE 209
OAKLAND PARK, FL 33311

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____


CHUCK MOGBO/PRESIDENT

DATE: 03-23-01

INCENTIVE GROUP PROTECTION SERVICES, INC.