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TRANSMITTAL LETTER

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02 FEB 11 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: TSI SECURITY PROFESSIONALS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$87.50 for the filing fee, certified copy and certificate of status.

FROM: JOHN R. DEHEER
11949 Princess Grace Court
Cape Coral, Florida 33991

Daytime Telephone: 941-282-9591

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Date:

Filing Fee:

Approved:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I:

CORPORATE NAME: TSI SECURITY PROFESSIONALS, INC.

Article II:

Principal place of business: 11949 Princess Grace Ct., Cape Coral, FL 33991

Mailing Address: 11949 Princess Grace Ct., Cape Coral, FL 33991.

Article III:

Purpose for a "Professional Corporation":

The business of private security contracting and the transaction of any and All lawful purposes related thereto for which professional corporations may Be incorporated under the Florida Business Corporation Act.

Article VI:

1. Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value Per share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be received
Common	\$1.00	1,000	500	\$500.00
			Total	\$500.00

2. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

NONE

(over)

Article: V: Optional

1. Number of directors constituting the initial board of directors of the corporation: 2
2. Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Address	City/State
<u>John R. DeHeer</u>	<u>11949 Princess Grace Ct.</u>	<u>Cape Coral, FL 33991</u>

<u>Kathleen M. DeHeer</u>	<u>11949 Princess Grace Ct.</u>	<u>Cape Coral, FL 33991</u>
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Article VI: Initial Registered Agent: John R. DeHeer

Initial Registered Office: 11949 Princess Grace Ct.

Cape Coral, FL 33991

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

SIGNATURE OF REGISTERED AGENT: 

DATE: 4 FEB 02

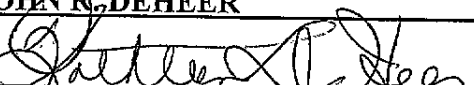
Article VII: Name and Address of Incorporator(s)

The undersigned incorporator(s) hereby declare, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated: 4 FEB 02

1. 
JOHN R. DEHEER

11949 PRINCESS GRACE COURT
CAPE CORAL, FL. 33991

2. 
KATHLEEN M. DEHEER

11949 PRINCESS GRACE COURT
CAPE CORAL, FL. 33991

Filing Fee	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

ARTICLES OF INCORPORATION

TSI SECURITY PROFESSIONALS, INC.

ARTICLE VIII: OTHER PROVISIONS

(A) STOCK

1. Pre-emptive Rights

The shareholders shall have pre-emptive rights with respect to the corporation's stock. Any new issue of the corporation's stock must first be offered to shareholders then holding shares of the corporation's stock, prior to its offer and sale to non-shareholders.

(B) DEATH OR DISQUALIFICATION OF SHAREHOLDER

1. Death of Shareholder

Upon the death of a shareholder, his or her stock shall be subject to purchase by the corporation and/or other shareholders at such price and upon such terms and conditions and in such manner as may be provided for in the bylaws of this corporation.

2. Disqualification of Shareholder

In the event that a shareholder:

- (a) accepts employment that, pursuant to law, places restrictions or limitations on his or her eligibility to continue to be a shareholder of this corporation;
- (b) sells or transfers, or attempts to sell or transfer, any shares in this corporation to any person ineligible bylaw, or by these articles, to be a shareholder in this corporation; or
- (c) suffers an execution to be levied upon his or her stock, the effect of which is to vest any interest in the stock in some person other than the shareholder,

then the stock of said shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation, and the shareholder or other possessor of such stock shall be entitled only to receive book value of the stock, computed as of the last day of the month preceding the month in which any of the events enumerated above occurred. The shareholder whose stock is so forfeited shall cease to be an employee, officer, director, or agent of this corporation,

**Articles of Incorporation
Continued**

and except to receive payment for his or her stock, and any other sums lawfully owed to her by the corporation, shall have no further financial interest in this corporation.

(C) LIMITED LIABILITY OF DIRECTORS

The corporation's directors will not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as directors, except:

1. for any breach of the director's loyalty to the corporation or its shareholders;
2. for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. for any transaction from which the director derived an improper personal benefit;
4. for any liability otherwise imposed by law.

End of Articles of Incorporation.