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EDWIN H. UNDERWOOD (1920-1995)
GEORGE ELLIOTT PATTERSON, JR. (1916-1999)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 PM 3:03

March 13, 2002

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: MARSEC INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-mentioned corporation for filing. Also enclosed in a check in the amount of \$78.75, which represents the required \$70.00 filing fee plus an additional \$8.75 for a certified copy of the Articles. I am also enclosing a self-addressed envelope for your convenience in returning the certified copy to me.

Thank you for your prompt cooperation in this matter.

Very truly yours,

UNDERWOOD, KARCHER & KARCHER, P.A.


KENNETH GALE HAWKES (c.f.)

KGH:cf

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ARTICLES OF INCORPORATION
OF
MARSEC INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 PM 3:03

ARTICLE I - NAME

The name of this corporation is **MARSEC INTERNATIONAL, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

1717 North Bayshore Drive, Suite 2848
Miami, Florida 33132

and the name and address of the initial registered agent of this corporation is:

**Kenneth Gale Hawkes, Esq.
Underwood, Karcher & Hawkes, P.A.
2900 SW 28th Terrace, Sixth Floor
Miami, Florida 33133**

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person.

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

**Herman Gomez
1717 North Bayshore Drive, Suite 2848
Miami, Florida 33132**

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in those Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of March, 2002


Incorporator

STATE OF FLORIDA }
 }SS:
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 12th day of March 2002 by Herman Gomez, who is personally known to me and who did take an oath.

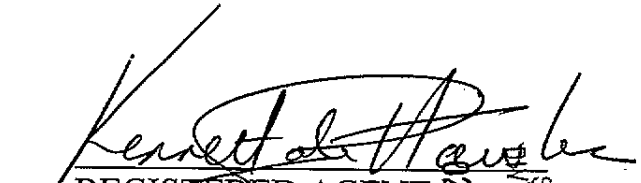
NOTARY PUBLIC:




STATE OF FLORIDA AT LARGE
My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.


REGISTERED AGENT
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 MAR 18 PM 3:03

STATE OF FLORIDA }
 } SS:
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 12th day of March 2000, by Kenneth Gale Hawkes, Esq., as Registered Agent of **MARSEC INTERNATIONAL, INC.**, a Florida corporation, on behalf of the corporation and he is personally known to me and did take an oath.



NOTARY PUBLIC:


STATE OF FLORIDA AT LARGE
My Commission Expires: