

TRANSMITTAL LETTER

PO20000118315

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

EFFECTIVE DATE
11-01-02

SUBJECT: SecureForce, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Andrew Wechsler
Name (Printed or typed)
2625 State Road 590, #1412
Address
Clearwater, FL 33759
City, State & Zip
727-669-4177
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV -4 AM 9:43

FILED

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*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

W-30446



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 22, 2002

ANDREW WECHSLER
2625 STATE ROAD 590 #1412
CLEARWATER, FL 33759

SUBJECT: SECUREFORCE, INC.
Ref. Number: W02000030446

We have received your document for SECUREFORCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 402A00058439

**ARTICLES OF INCORPORATION
OF
SecureForce, Inc.**

THE UNDERSIGNED INCORPORATION, FOR THE PURPOSE OF FORMING
A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT
HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

EFFECTIVE DATE

11-01-02

The name of the corporation shall be SecureForce, Inc.

ARTICLE II

The principal office and mailing address for the company is: 5459 Greyston St., Palm Harbor, FL 34689. The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the State of Florida and elsewhere and to have, use, exercise and enjoy all of the general powers of the corporations.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be one million (1,000,000) shares, which shall consist of one class only designated "Common Stock". Each of such shares shall have a par value of One Dollar (\$1.00).

ARTICLE V

The street address of the initial registered office of the Corporation is: 5459 Greyston St., Palm Harbor, FL 34689, and the name of the initial registered agent of this Corporation at that address is Andrew Wechsler.

ARTICLE VI

A President, a Vice President, a Treasurer, and a Secretary shall conduct the business of the Corporation and such other officers or assistant officers, as the Corporation may from time to time deem proper.

ARTICLE VII

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Newly created directorships and any vacancies in the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum. The names and addresses of the initial directors of the Corporation are:

NAME

ADDRESS

Andrew Wechsler

2625 State Rd. 590
Suite 1412
Clearwater, FL 33759

Jay Besse

5459 Greyston St.
Palm Harbor, FL 34689

ARTICLE VIII

The name and address of the incorporator is:

Andrew Wechsler

2625 State Rd. 590
Suite 1412
Clearwater, FL 33759

ARTICLE IX

Each person who at any time is, or shall have been, a director, officer, employee or agent of the Corporation, and who was or is a party, or is threatened to be made a party to any threatened, pending or completes action, suit or proceeding, whether civil, criminal, administrative or investigative, by any reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or served at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such director, officer, employee or agent in connection with any such action, suit or proceeding to the full extent permitted by the laws of the State of Florida. The foregoing right of indemnification shall in no way exclude any other rights of indemnification to which any such director, officer, employee or agent may be entitled, under any by-law agreement, vote of stockholders or directors or otherwise. All rights of indemnification hereunder shall continue as to a person who has ceased to be a

director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of any such director, officer, employee or agent.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article IX or otherwise.

For purposes of this Article IX, reference to "the Corporation" shall include in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, its separate existence had continued, would have had the power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article IX shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Florida Business Corporation Act or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of fact then or therefore existing, or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or part of such facts.

ARTICLE X

The Board of Directors is hereby authorized to adopt, amend or repeal the By-Laws of the Corporation.

ARTICLE XI

The effective date of the Corporation is November 1, 2002.

ARTICLE XII

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

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.

Andrew Wechsler
Signature / Registered Agent

10/30/02
DATE

Andrew Wechsler
Signature / Incorporator

10/30/02
DATE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA