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**FLORIDA PROFIT/NON PROFIT
CORPORATION**

homeland security associates, inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
HOMELAND SECURITY ASSOCIATES, INC.**

ARTICLE I - NAME

The name of this corporation is HOMELAND SECURITY ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are: 17100 N.E. 19TH AVENUE, SUITE 501, NORTH MIAMI BEACH, FLORIDA, 33162

ARTICLE III - PURPOSE

This corporation is organized for any and all lawful purposes, including the provision of security consulting.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) Shares of Common Stock, all of which are to have a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 17100 N.E. 19th Avenue, North Miami Beach, Florida 33162, and the name and address of the initial registered agent of this corporation are: NORMAN C. POWELL, 17100 N.E. 19th Avenue, North Miami Beach, Florida, 33162.

ARTICLE VI - COMMENCEMENT

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

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of one (1) person. The number of directors may be increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is: KEVIN FANNIN, 17100 N.E. 19th Avenue, North Miami Beach, Florida 33162.

Prepared by: Norman C. Powell, Esq., 17100 N.E. 19th Avenue, North Miami Beach, Florida 33162, Telephone 786-279-1603, Facsimile 786-279-1606, Florida Bar No. 870536

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is: KEVIN FANNIN, 17100 N.E. 19th Avenue, North Miami Beach, Florida 331612.

ARTICLE IX - BY-LAWS

This Corporation reserves the right to amend or repeal and the By-Laws of this corporation shall be vested in the Board of Directors and shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 9 day of January, 2006.



INCORPORATOR

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the Corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated as of January 9, 2006.



Print Name: Norman C. Powell

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