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- DIV OF CORPORATIONS: 0 1

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TALLAHASSEE, FLORIDA

1/24/95

FLORIDA DIVISION OF CORPORATIONS

8:34 AM

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TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

0

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 855-8719

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HOUSTEN ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000000912

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

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** ENTER 'M' FOR MENU. **

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DIV OF CORPORATIONS: 2

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**ARTICLES OF INCORPORATION
OF
HOUSTON ASSOCIATES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Houston Associates, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 per value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 3390 South Ocean Boulevard, #401, Palm Beach, Florida 33480.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Adam J. Morgan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Fax Audit #R95000000912

Adam J. Morgan
Florida Bar No. 994685
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
(407) 833-7700

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ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Helen H. Cohen

3390 South Ocean Boulevard, #401
Palm Beach, Florida 33480.

Carole Whyte

3390 South Ocean Boulevard, #401
Palm Beach, Florida 33480.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability

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asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Adam J. Morgan

250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.


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FAX AUDIT NO. H95000000912

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 23rd day of January, 1995.


Adam Z. Morgen, Incorporator

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FAX AUDIT NO. H95000000912

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Houston Associates, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Adam J. Morgan, located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 23rd day of January, 1995.


Adam J. Morgan, Registered Agent

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FAX (904) 222-1222

DIVISION OF INVESTIGATION

PHONE ()

Service Up Priority Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 24 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
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DATE

TIME _____ CK No. _____

BY 242

WALK-IN
Will Pick Up 1-24 11:00

RE: Premier International Transportation
50 and Security Services Incorporated

C.C. FEE. DISBURSED

Capital Express
 A. O. Inc. File
 Corp. Record
 Ltd. Partnership F
 Foreign Corp. F
 () Port, Comm

**Art. of Amend. File
Dissolution/Withdrawal**

C U S. _____

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 Filter

UCC 11 Search

UCC 11 Retrieval

____ File No.'s, ____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE..... \$.....

DISBURSED..... \$

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$

BALANC 168 \$ _____

TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

Premier ^{OF} International Transportation
and Security Services Incorporated

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

ARTICLE I NAME

The name of the corporation shall be:

Premier International Transportation
and Security Services, Incorporated

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95 JAN 24 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

5308 Bolero circle
Delray beach Florida 33484.

ARTICLE III CAPITAL STOCK

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

— 100 —
one Hundred

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Allen Joseph Velez
5308 Bolero circle
Delray beach Florida 33484.

ARTICLE V INCORPORATOR(S)

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

Allen Joseph Velez - 5308 Bolero Circle
Delray beach, Florida.
33484

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

23rd day of January, 19 95

Allen Joseph Velez
Signature/Title
President
Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: Premier International
Transportation and Security Services, Incorporated

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

Allen Joseph Velez
(NAME)

5308 Bolero circle
(P.O. BOX NOT ACCEPTABLE)

Delray beach, Florida, 33484
(CITY/STATE/ZIP)

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95 JAN 26 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE Allen Joseph Velez
(corporate officer)
TITLE President
DATE 1/23/95

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Allen Joseph Velez
DATE 1/23/95