

02/16/95

CORPORATE AGENTS

(305) 592-9591

P. 001

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2/16/95

FLORIDA DIVISION OF CORPORATIONS

10:42 AM

PUBLIC ACCESS SYSTEM

((H95000001916)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 592-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ACCESS CONTROL GROUP, INCORPORATED

FAX AUDIT NUMBER: H95000001916

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/16/1995

TIME REQUESTED: 10:42:53

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** ENTER 'M' FOR MENU. **

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ELECTRONIC PROCESSING MENU

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FEB 16 PM 3:53
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ARTICLES OF INCORPORATION
OF
ACCESS CONTROL GROUP, INCORPORATED

FILED
55 FEB 15 PM 3:55
TALLAHASSEE, FLA.

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be ACCESS CONTROL GROUP, INCORPORATED and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than one hundred dollars (\$100.00).

Prepared by: Gordon & Associates
10621 N. Kendall Dr. # 120
Miami, FL 33176
(305) 595-2886

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ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

ARTICLE VII

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, are:

Bey Sedaghat
10621 N. Kendall Drive, Suite 216
Miami, FL 33176

Bahram Sedaghat
10621 N. Kendall Drive, Suite 216
Miami, FL 33176

ARTICLE VIII

The registered address of the principal office of the corporation shall be

10621 N. Kendall Drive, Suite 216
Miami, FL 33176

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

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ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite their names

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Dey Sedaghat	50%
Bahram Sedaghat	50%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

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ARTICLE XIV

RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLE XVII

POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

10621 N. Kendall Drive, Suite 216
Miami, FL 33176

ARTICLE XXIII

The names and addresses of the subscribers to these articles are:

Bey Sedaghat
10621 N. Kendall Drive, Suite 216
Miami, FL 33176

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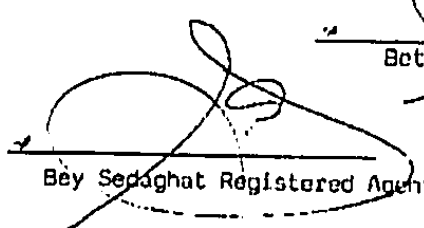
XXIV

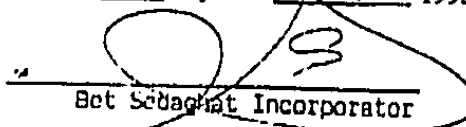
The name and address of the resident agent of this corporation is:

Bey Sedaghat
10621 N. Kendall Drive, Suite 216
Miami, FL 33176

ARTICLE XXV

I, Bey Sedaghat, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for ACCESS CONTROL GROUP, INCORPORATED hereunto set my hand and seal this 13th day of February 1995.

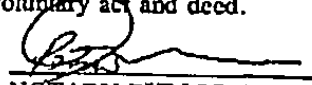

Bey Sedaghat Registered Agent


Bet Sedaghat Incorporator

FILED
95 FEB 16 PM 3:53
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
S.S.
COUNTY OF DADE)

On this 13 day of February, 1995, before me, the undersigned, a notary public in and for said county in said state, personally appeared Bey Sedaghat, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same in their voluntary act and deed.


NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES: 2/28/98

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