

P95000029901

TRANSMITTAL LETTER

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

55 MAR 11 AM 9:05

SUBJECT: INVESTIGATIVE & PROTECTIVE SERVICES, INC.  
(Proposed corporate name - must include suffix)

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

☐ \$70.00    ☐ \$78.75    ☒ \$122.50    ☐ \$131.25

FROM: ROBERT C. HERTZ

Name (Printed or typed)

P.O. Box 7661

Address

Hollywood, FL 33081-1661

City, State & Zip

(305) 966-8798

Daytime Telephone number

900001458809  
-04/12/95--01004--008  
\*\*\*122.50 \*\*\*122.50

SDK

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

CERTIFICATE OF INCORPORATION  
OF  
INVESTIGATIVE & PROTECTIVE SERVICES, INC.

WE, the undersigned subscriber (s) of these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be

INVESTIGATIVE & PROTECTIVE SERVICES, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

- (a) Investigations, Security and self-defense training and sales of protective devices .
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

53 SEP 11 AM 9:05

FILED  
SEP 11 1963  
FBI - MIAMI

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

#### ARTICLE III.

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 par value, per share.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes.

#### ARTICLE IV.

##### INITIAL CAPITAL AND TERM OF EXISTENCE

The amount of capital with which this corporation shall begin business is at least \$500.00. The proceeds of stock will be for at least as much as the amount necessary to begin business. After business has begun, the corporation shall have perpetual existence.

ARTICLE V.

ADDRESS

The principal office of the corporation is to be located at the street address below, which shall be the initial registered office of the corporation:

2019 Hollywood Blvd.  
Hollywood, Florida 33020

ARTICLE VI.

REGISTERED AGENT

The name of the initial registered agent shall be  
See Attached  
as its agent to accept service of process within this State.

ARTICLE VII.

DIRECTORS

This corporation shall have no less than one (1) Director initially and at least one of the Directors shall be a citizen of the United States of America. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders but shall never be less than one.

The names and Post Office addresses of the members of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

<u>Name</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JOHN L. HAMMOND	Pres	2019 Hollywood Blvd. Hollywood, FL 33020

ARTICLE VIII.

SUBSCRIBERS

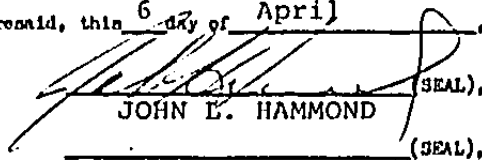
The names and post office addresses of each subscriber of this corporation and the number of shares of stock of this corporation which each agrees to hold, and the price paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JOHN L. HAMMOND	2019 Hollywood Blvd. Hollywood, FL 33020	500

AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

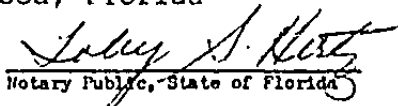
IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Broward County, State of Florida, for the uses and purposes aforesaid, this 6 day of April, 1995

  
JOHN L. HAMMOND (SEAL),  
(SEAL),

STATE OF FLORIDA }  
COUNTY OF BROWARD } SS

I HEREBY CERTIFY that on this 6 day of April, 1995 personally appeared before me, the undersigned, a Notary Public for the State of Florida-at-large, JOHN L. HAMMOND

parties to the foregoing Certificate of Incorporation, and who severally and individually acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate of Incorporation as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year last above written, at Hollywood, Florida

  
Notary Public, State of Florida

-4-

TOBY S. HERTZ  
NOTARY PUBLIC-STATE OF FLORIDA  
MY COMM. EXP. MAY 22, 1995  
COMM.# CC106534

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: INVESTIGATIVE & PROTECTIVE SERVICES, INC.  
(must include suffix)

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

JOHN L. HAMMOND

(Name)

2019 Hollywood Blvd.

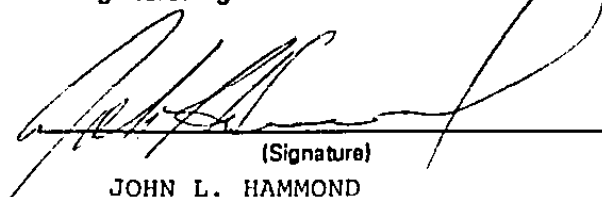
(Street address - P. O. Box not acceptable)

Hollywood, FL 33020

(City/State/Zip)

FILED  
CLERK OF STATE  
TALLAHASSEE  
95 APR 11 AM 9:05

*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.*

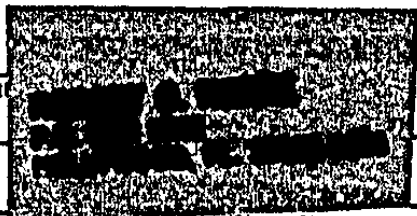
  
(Signature)  
JOHN L. HAMMOND

4-6-95

(Date)

Registered Agent filing fee \$35.00

P95000029901



400001600674  
-10/05/95--01034--002  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>IV</i>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -3 AM 10:51

OCT 10 1995

Examiner's Initials

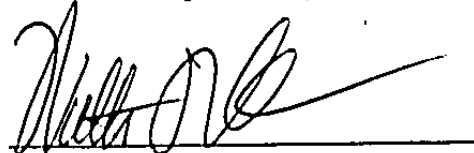
ARTICLES OF AMENDMENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -3 AM 10:51

The following provisions of the Articles of Incorporation of Investigative & Protective Services, Inc., a Florida corporation filed on April 11, 1995 under Document number P95000029901:

1. Article One is amended to read as follows: The name of the corporation shall be INVESTIGATIONS & PROTECTIVE SERVICES, INC.
2. Article Seven is amended to delete JOHN L. HAMMOND as president and WALTER F. PHILBRICK is appointed President nunc pro tunc based upon the attached supporting papers.
3. Article Eight is amended to delete JOHN L. HAMMOND as initial and sole subscriber to the shares of the corporation and WALTER F. PHILBRICK is declared to be the initial and sole subscriber based upon the attached supporting papers.
4. Article Six is amended to delete JOHN L. HAMMOND as Registered Agent and WALTER F. PHILBRICK is appointed Registered Agent pursuant to attached supporting papers and the attached Certificate of Designation Registered Agent.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 28th day of September 1995.

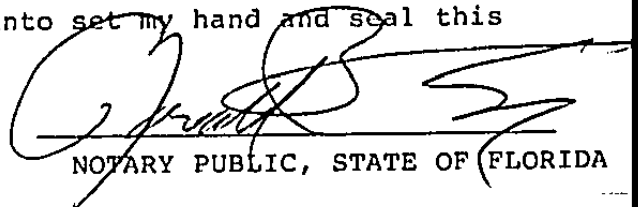


WALTER F. PHILBRICK  
President

STATE OF FLORIDA  
County of Broward

BEFORE ME, the undersigned authority, personally appeared WALTER F. PHILBRICK being the President of INVESTIGATIONS & PROTECTIVE SERVICES, INC., and acknowledged before me that he executed these Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of September 1995.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires  
RONALD R. BROWN, SR.  
COMMISSION # CC 45814  
EXPIRES MAY 2, 1999  
BONDED \$10,000  
ATLANTIC BONDING CO.



**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: PROTECTIVE INVESTIGATIONS & PROTECT SERVICES, INC.

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

WALTER F. PHILBRICK

(NAME)

2019 Hollywood Boulevard

(P.O. BOX NOT ACCEPTABLE)

Hollywood, Florida 33020

(CITY/STATE/ZIP)

SIGNATURE

  
(corporate officer)

TITLE President

DATE September 28, 1995

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

  
WALTER F. PHILBRICK

DATE September 28, 1995

REGISTERED AGENT FILING FEE: \$35.00

P950000 29901

August 30, 1996

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

200001947382  
-03/16/96--01003--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ms. Thelma Lewis  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Investigations & Protectives Services, Inc.


Dear Ms. Lewis:

By copy of this letter, I am formally announcing my resignation as President of Investigations & Protective Services, Inc., a Florida corporation. Please remove my name from any and all corporate positions and my name as Registered Agent for the above mentioned corporation. A copy of my letter of resignation is enclosed.

If you have any questions, feel free to contact me at 2713 Flamingo Drive, Miramar, FL 33023 or call me at (954)962-4923.

Thank you for your assistance in this matter.

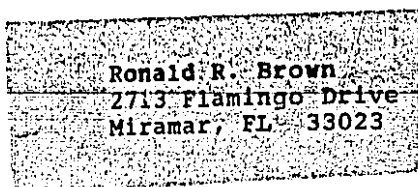
Sincerely,



Ronald R. Brown, Sr.

Enclosure

cc: Walter F. Philbrick



SF  
Officer Director  
Resignation Only  
4/5/96

August 30, 1996

96 SEP -5 AM 8:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAND DELIVERED

Walter F. Philbrick  
President  
International Protective Services, Inc.  
2019 Hollywood Blvd.  
Hollywood, FL 33020

Re: Letter of Resignation

Dear Wally:

After much thought and personal reflection, I have reached the decision to resign from both International Protective Services (of which I am an employee) and Investigations & Protective Services (of which I am President) effective today August 30, 1996. The reasons for my resignation are many; however, suffice it to say that I cannot continue to function professionally and effectively as President of Investigations & Protective Services while it is demanded that I still remain as an employee of International Protective Services. When I agreed to accept the position as President of Investigations & Protective Services, it was with the understanding that: 1) Investigations would be my primary responsibility; 2) I would remain as Director of Training for International Protective Services; and 3) The retail and sales responsibilities would no longer be mine and be transferred to others. This has not occurred. I cannot, in all good conscience, perform effectively, responsibly and professionally in this kind of environment.

As a result, I have submitted a letter of resignation to the Division of Corporation announcing my decision to resign as President of Investigations & Protective Services. Likewise, I am also forwarding a letter to Barnett Bank indicating I am no longer responsible for Investigations & Protective Services' Corporate Account and will no longer be signing their checks. A copy of my letter to the Division of Corporation and Barnett Bank is herewith enclosed for your records.

After consulting with the Division of Licenses, I was informed that the agency license cannot be transferred. To protect your right to retain the name of Investigations & Protective Services and to avoid any conflicts, I was instructed to change the agency name and will do so in a timely manner. I was further advised that the agency is still responsible for concluding its current ongoing investigations. It is my intention to fulfill this obligation and work amicably with you to its conclusion.

Walter F. Philbrick  
August 30, 1996  
Page Two

In the interest of fair business, I am enclosing a check in the amount of \$467.00 as repayment for the agency license. Since the Investigations & Protective Services agency license is in my name and by Florida Statute, not transferable, I thought it only fair that I reimburse you for the costs you initially expended for the agency license.

As to the insurance coverage, I tried to contact Ms. Arlene McConney with Dolphin Insurance Company and was told she will not be in until Tuesday, September 3, 1996. Therefore, I will contact Ms. McConney on Tuesday and obtain the information necessary to effectuate whatever changes are necessary and required.

Despite our differences in management style and business ethics, I am grateful and thankful for the opportunity you gave me to work at both International Protective Services and Investigations & Protective Services. I wish you the very best and great success in all your future endeavors.

Sincerely,

A handwritten signature in dark ink, appearing to read "Ronald R. Brown, Sr.", with a stylized flourish at the end.

Ronald R. Brown, Sr.