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July 17, 1995

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

Re: ALL STATE BODYGUARD, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporate entity, and a check in the amount of \$122.50 to cover the filing fees.

Please file these documents with the Secretary of State and the certified copy to the undersigned at the following address:

P.O. Box 4524
West Palm Beach, Florida 33402

Thank you for your assistance.

Very truly yours,


James P. Cooksey
JPC/dst

8/9/95

PAID
FEB 2 1996
TALLAHASSEE, FLORIDA

FILED
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TALLAHASSEE, FLORIDA

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00789, 00612, 00613, 00671



FLORIDA DEPARTMENT OF STATE

July 31, 1995

Sandra B. Mortham
Secretary of State

ALL STATE BODYGUARD, INC
P.O. BOX 4524
WEST PALM BEACH, FL 33402

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return 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 (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 795A00036024

See attached



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1995

JAMES P. COOKSEY
P.O. BOX 4524
WEST PALM BEACH, FL 33402

SUBJECT: ALL STATE BODYGUARD, INC
Ref. Number: W95000014741

We have received your document for ALL STATE BODYGUARD, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 695A00034907

*New registered
agent certificate
attached -
Please file &
process.
Thank you*

**ARTICLES OF INCORPORATION OF
ALL STATE BODYGUARD, INC.**

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ARTICLE I-NAME

The name of this corporation is ALL STATE BODYGUARD, INC. TALLAHASSEE, FLORIDA.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1,000 Shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE, MAILING ADDRESS,
REGISTERED OFFICE, AND REGISTERED AGENT**

The street address of the principal office of the corporation is 810 S. Broughton Circle, Boynton Beach, Florida 33436. The mailing address of this corporation is 6178 Coral Reef Street, Boynton Beach, Florida. The street address of the initial registered office of this corporation is 810 S. Broughton Circle, Boynton Beach, Florida 33436. The name of the initial registered agent of this corporation is Lory Frederico, and the address of the initial registered agent is 810 S. Broughton Circle, Boynton Beach, FL 33436.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Miguel Nieves
810 S. Broughton Circle
Boynton Beach, Florida 33436

ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these articles is James P. Cooksey, Esq., 2601 Broadway, Suite #3, Riviera Beach, Florida 33404.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 7 day of August, 1995.

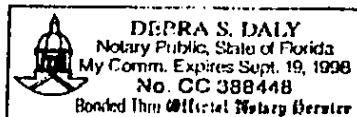

James P. Cooksey
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared James P. Cooksey, known to be and known by me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 7 day of August, 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of sections 48 and 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is ALL STATE BODYGUARD, INC.

The name and address of the registered agent is:

Lory Frederico
810 S. Broughton Circle
Boynton Beach, Florida 33436

Dated: August 7, 1945

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lory Frederico
Lory Frederico
Registered Agent

FILED
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TALLAHASSEE, FLORIDA