

P9600000 8125

*Frederick David Graves*

& Attorney and Counselor at Law &  
Private Practice ~ By Appointment

Post Office Box 123  
Jensen Beach, Florida 34958

669 Northeast Plantation Road  
Ocean Terrace ~ Suite 208  
Stuart, Florida 34996  
407 / 334-7527

17 January 1996

Florida Secretary of State  
Domestic Corporation Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

300001694648  
-01/22/96--01059--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attn: New Filing

Re: Assured Data Security Corporation

Dear Secretary,

RECEIVED  
1-18-96

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

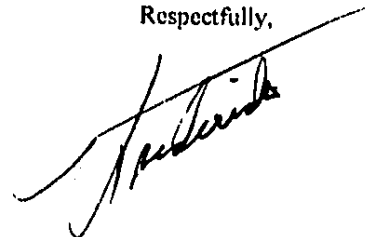
I enclose my office check for \$70 as the filing fee.

No certified copies are required at this time.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully,



c.c. Charles O'Donnell, Benjamin Scott

RECEIVED JAN 26 1996

Articles of Incorporation  
of  
**Assured Data Security Corporation**

The undersigned, acting as general incorporator under international common law principles and in each regard pursuant to the formal statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

1-18-96

**ARTICLE I: Name and Principal Place of Business**

The name of this corporation is Assured Data Security Corporation, unless such name shall be disallowed by the Secretary of the State of Florida as an unusable name, in which case the name of this corporation shall be BISCOFIDG, Inc. Until other quarters are secured, the corporation shall do business from and receive mail at Ocean Terrace 208, 669 Northeast Plantation Road, Stuart, Florida 34669 (phone 407 / 334-7527).

**ARTICLE II: Commencement and Duration**

This Corporation shall commence in existence upon the execution hereof by the incorporator and shall exist perpetually thereafter, without regard to the filing of these Articles with the Secretary of State. An original of these articles will be filed with the Secretary of State at the earliest practicable moment after execution, with the intent that same be filed sufficiently soon after execution as to avoid any statutory allegation of interrupted corporate existence.

**ARTICLE III: Purpose**

The purpose for which this corporation is organized is solely to engage in any activity permitted to corporations to promote, sell, service, protect, maintain, and develop certain marketable properties owned by Benjamin Harlow Scott of Orlando, Florida. The corporation shall enter exclusive licensing agreements with Scott or his trustees, agents, attorneys, administrators, or assigns (hereinafter collectively referred to as Scott) and shall not enter any similar agreements with third parties absent Scott's prior written consent. The corporation shall use best efforts to promote, sell, service, protect, maintain, and develop Scott's properties (and such other properties as it may deal in with Scott's permission). At the earliest opportunity, the corporation shall execute an exclusive licensing agreement with Scott by which the corporation shall convey to Scott a monthly amount equal to 40% of corporate revenues for the calendar month two months prior (together with cumulative interest after 30 days at the lesser of 1.5% monthly or the highest rate allowed by law on any unpaid amounts owing). This article shall not be amended.

**ARTICLE IV: Authorized Shares**

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of capital stock with a par value of one dollar (\$1.00) per share.
2. Initial Issue. Six thousand (6,000) shares of the capital stock of the corporation shall be issued for par to fund initial developmental work, negotiations with third parties, travel and administrative expenses, and such like start-up costs to be paid pursuant to subsequent authority created by formal resolution of the duly elected directors.
3. Subscription Issue. Twenty-four thousand (24,000) shares shall be set aside by subscriptions of eight thousand (8,000) shares to each of the three principals conditioned only upon their continued good faith and best efforts participation for a period of one year from the date hereof and then for past services rendered.
3. Second Issue. Up to thirty thousand (30,000) shares of the capital stock of the corporation shall be issued for cash at the rate of one hundred dollars (\$100.00) per share to raise funds for the corporation in the market.
4. Further Issue. Thirty-seven thousand shares (37,000) shall be issued for cash at a price to be set hereafter by the board.
5. Reserved. Three thousand (3,000) shares of the capital stock of the corporation shall be reserved by the corporation in trust for emergency funding.

**ARTICLE X: Pre-Emptive Rights**

Shareholders shall have no pre-emptive rights to purchase additional shares.

**ARTICLE XI: Cumulative Voting**

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at Jensen Beach, Martin County, Florida this 18th day of January 1996.

*Charles F. O'Donnell*  
Charles F. O'Donnell  
Incorporator

STATE OF FLORIDA |  
COUNTY OF MARTIN |

BEFORE ME, the undersigned authority, personally appeared Charles F. O'Donnell who, by me being first duly sworn and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Jensen Beach, Florida this 18th day of January 1996.

*Kathryn M. Smitelli*  
Notary Public, State of Florida at Largo Kathryn M. Smitelli  
My commission number is:  
My commission expires:



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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

WITNESSETH that *Assured Data Security Corporation*, desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Charles F. O'Donnell, of 11000 South Ocean Drive, Unit 1-D, Jensen Beach, Florida 34957 (407/229-8817) and whose business address at which he will accept service of process for the corporation is 11000 South Ocean Drive, Unit 1-D, Jensen Beach, Florida 34957 (407/229-8817).

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office, and I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 18th day of Jan., 19 96

*Charles F. O'Donnell*

Charles F. O'Donnell  
Resident Agent

STATE OF FLORIDA |  
COUNTY OF MARTIN |

BEFORE ME personally appeared Charles F. O'Donnell who, being by me duly sworn and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Jensen Beach, Florida, this 18th day of January 1996.

*Kathryn M. Smitelli*

Notary Public, State of Florida at Large

Kathryn M. Smitelli

My commission number is:

My commission expires:



KATHRYN M SMITELLI

My Commission CC359081

Expires Apr. 16, 1998

Bonded by ANB

800-852-6878

FILED  
JAN 22 PM 11:00  
JENSEN BEACH, FLORIDA