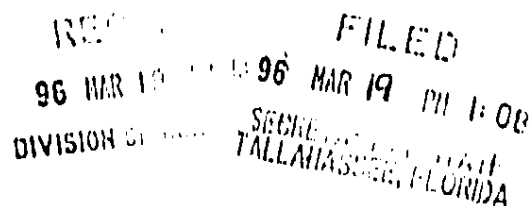


1211 S. ST. LOUIS ST. ST. LOUIS, MO. 63104
 (314) 241-9170
 (314) 222-0000 FAX



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New York, NY 10013

EXAMINER'S INITIALS:

3-20-96
24

ARTICLES OF INCORPORATION
OF
CONDOR PROTECTIVE SERVICES, INC.

FILED
96 MAR 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **CONDOR PROTECTIVE SERVICES, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 2000 (NO PAR VALUE) shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 8566 PINTO DRIVE, LAKE WORTH, FL. 33467-1132 and the name of its initial registered agent at such address is **JAMES CROSBY**.
6. The number of directors constituting the initial board of directors is 1 (ONE) and the name and address of each person who is to serve as a member thereof is as follows:
DENNIS CROSBY, 147 Scranton Ave., Lynbrook, New York 11563
~~JAMES CROSBY, 8566 PINTO DRIVE, LAKE WORTH, FL 33467-1132~~
7. The name and address of the sole incorporator is: **JOSE MOJICA, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 02/09/96



JOSE MOJICA
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

FILED


96 MAR 19 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of CONDOR PROTECTIVE SERVICES, INC., the within named corporation.

Dated:

MAR 15 1996


JAMES CROSBY