

P96000027908
TRANSMITTAL LETTER

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

SUBJECT: HEALTH AND SECURITY, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the corporation and check in the amount of \$ 122.50.

FROM:

**PARAGON CONSOLIDATED
BUSINESS SERVICES, INC.**

PARAGON CONSOLIDATED BUSINESS
SERVICES, INC.
8225 PINEHURST DRIVE
SPRING HILL FL 34608-3730
ATTN: C. ROBIN LEMERISE PRESIDENT

8000001757606
-03/26/96--01095--0016
****122.50 ****122.50

96 MAR 25 AM 5:12
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

GB 4/1/96

FILED
96 MAR 25 AM 9:12
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HEALTH AND SECURITY, INC.**

**WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE
PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA,
BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING
FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A
CORPORATION FOR PROFIT.**

**ARTICLE I
NAME**

**THE NAME OF THIS CORPORATION SHALL BE:
HEALTH AND SECURITY, INC.**

**ARTICLE II
DURATION**

**THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SAME SHALL
COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES
OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.**

**ARTICLE III
PURPOSE**

**THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED
INCLUDES THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESSES FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA
STATUTES.**

**ARTICLE IV
GENERAL POWERS**

**THIS CORPORATION SHALL HAVE THE FOLLOWING CORPORATE POWERS,
TO WIT:**

A.

**TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE
AND TO USE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE
IMPRESSED, AFFIXED OR IN ANY OTHER MANNER REPRODUCED.**

B.

**TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD,
IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL
PROPERTY OF ANY INTEREST THEREIN, WHEREVER SITUATE.**

C.

**TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN,
LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY
PART OF ITS PROPERTY AND ASSETS.**

D.

**TO LEND MONEY TO AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND
EMPLOYEES IN ACCORDANCE WITH SECTION 607.141**

E.

**TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE,
OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR
OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES
OR OTHER INTEREST IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN
CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS OR DIRECT
OR INDIRECT OBLIGATIONS OF THE UNITED STATES.**

F.

**TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES
AND EXERCISE THE POWER GRANTED BY THIS ACT WITHIN OR WITHOUT
THIS STATE.**

G.

TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW

MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES AND INCOME.

H.

TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND RE-INVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED

I.

TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.

J.

TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THIS STATE., FOR THE ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.

K.

TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES.

L.

TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY.

M.

TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS AND OTHER INCENTIVE PLANS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS AND EMPLOYEES AND FOR ANY OR ALL OF THE DIRECTORS, OFFICERS AND EMPLOYEES OF ITS SUBSIDIARIES.

N.

TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE.

O.

TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSE.

ARTICLE V

SHARES OF STOCK

**THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL
HAVE AUTHORITY TO ISSUE SHALL BE
ONE THOUSAND
OF COMMON CLASS ONLY WITH A PAR VALUE OF
ONE DOLLAR PER SHARE**

**EACH HOLDER OF COMMON STOCK IN THIS CORPORATION SHALL BE ENTITLED
TO ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD BY HIM OR HER.**

ARTICLE VI

PRE-EMPTIVE RIGHTS

**THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS
TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION, OR
SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT
TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION**

ARTICLE VII

PRINCIPLE PLACE OF BUSINESS

**THE STREET ADDRESS OF THE CORPORATIONS PRINCIPLE PLACE
OF BUSINESS IS AS FOLLOWS, TO WIT:
259 SAWYER AVENUE
SPRING HILL FL 34608**

ARTICLE VIII

REGISTERED AGENT

**THE NAME AND ADDRESS OF THE CORPORATIONS INITIAL REGISTERED
AGENT FOR SERVICE OF PROCESS IS AS FOLLOWS:
NATHAN FLETCHER VOGEL
259 SAWYER AVE, SPRING HILL FL 34608**

ARTICLE IX

BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BYLAWS OF THE SAID CORPORATION . THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE OR MORE MEMBERS WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS, TO WIT:

**NATHAN FLETCHER VOGEL
259 SAWYER AVENUE,
SPRING HILL FL 34608**

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, AND UNTIL HIS SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED, OR UNTIL HIS EARLIER RESIGNATION, REMOVAL FROM OFFICE , OR DEATH, WHICHEVER SHALL FIRST OCCUR.

**ARTICLE X
INCORPORATORS**

**THE FOLLOWING PERSONS SHALL ACT AS THE INCORPORATORS OF
HEALTH AND SECURITY, INC.
BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES
OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE
STATE OF FLORIDA:**

**NATHAN FLETCHER VOGEL
259 SAWYER AVENUE.,
SPRING HILL FL 34608**

ARTICLE XI
BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS MAY BE REPEALED OR CHANGED, AND NEW BY-LAWS SHALL NOT BE ADOPTED BY THE SHAREHOLDERS, AND THE SHAREHOLDERS MAY PRESCRIBE IN ANY BY-LAW MADE BY THEM THAT SUCH BY-LAWS SHALL NOT BE ALTERED, AMENDED OR REPEALED BY THE BOARD OF DIRECTORS. THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

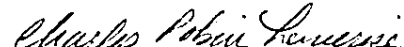
IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS HAVE HEREUNTO SET OUR BONDS AND SEALS THIS FIRST DAY OF FEBRUARY, 1996 FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.


NATHAN FLETCHER VOGEL

STATE OF FLORIDA)
COUNTY OF HERNANDO)

BEFORE ME, THIS DAY, PERSONALLY APPEARED NATHAN FLETCHER VOGEL
TO ME WELL KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED
BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS FIRST DAY OF FEBRUARY, 1996


CHARLES ROBIN LEMERISE
NOTARY PUBLIC



"OFFICIAL SEAL"
Charles Robin Lemerise
My Commission Expires 4/10/98
Commission #CC 362938

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

96 MAR 25 AM 9:12

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating a registered office/registered agent, in the State of Florida.

1. The name of the corporation is: HEALTH AND SECURITY, INC.

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

NATHAN FLETCHER VOGEL

259 SAWYER AVENUE

(P. O. BOX NOT ACCEPTABLE)

SPRING HILL FL 34608

(CITY/STATE/ZIP)

SIGNATURE

Nathan F. Vogel
(Corporate Officer)

TITLE PRESIDENT / INCORPORATOR

DATE 02-01-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Nathan F. Vogel
(Registered Agent)

DATE 02-01-96