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LAW OFFICES
EDWARD A. HANNA, JR., P.A.

EMERALD HILLS EXECUTIVE PLAZA ONE
4001 BIVERTON AVENUE, FIFTH FLOOR
HOLLYWOOD, FLORIDA 33021-3401

ALSO ADMITTED FEDERAL,
PENNSYLVANIA AND
WASHINGTON, D.C. BARS

July 12, 1996

HOWARD: (305) 963-8211
N. HOWARD: (305) 922-4444
DAD: (305) 940-4204
FAX: (305) 963-2227

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

IN RE: RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330
CASE NUMBER:
FILE NUMBER: 96-052001-EAH/CIV
FILE CODE: RED
CECN: RAPID-18.1

70.0001893847
-07/16/96--01018--005
***122.50 ***122.50

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One Hundred and Twenty Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

Please file the said ARTICLES and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

If it is at all possible, please expedite this request. Thank you very much for your time and attention to this matter.

Yours Sincerely,

LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

BY:


EDWARD A. HANNA, JR., ESQ.
EAH/lp

FILED
96 JUL 13 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL 16

ARTICLES OF INCORPORATION

FILED

ARTICLE I - NAME

96 JUL 15 AM 9:42

The name of this corporation is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAPID SECURE, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock which shall be designated hereafter, "Common Shares."

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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is:

RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

The name of the initial Registered Agent of this corporation, located at the above said address, is:

CASSANDRA RENE CARRINGTON

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name and address of the initial Directors of this Corporation is:

KELLY MICHAEL DAVIS, President
CASSANDRA RENE CARRINGTON, Vice-President
MARIA JIMENEZ, Secretary/Treasurer
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

NAME: CASSANDRA RENE CARRINGTON, Vice-President
ADDRESS: 5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

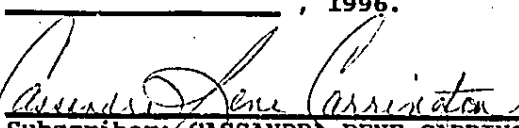
ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has
executed these ARTICLES OF INCORPORATION this 24th day of

June

, 1996.


Subscriber: CASSANDRA RENE CARRINGTON
Vice-President of the Corporation

CERTIFICATE RE:

NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

NAME OF CORPORATION:

RAPID SECURE, INC.


STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CASSANDRA RENE CARRINGTON, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those same said ARTICLES OF INCORPORATION for:

RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid,

this 24th day of June, 1996.


NOTARY PUBLIC, State of Florida
EDWARD A. HANNA, JR., ESQ.

My Commission Expires:

OFFICIAL NOTARY SEAL EDWARD A. HANNA JR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC244951 MY COMMISSION EXP. DEC. 7, 1996
--

This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
Emerald Hills Executive Plaza One
4601 Sheridan St., Suite #500
Hollywood, Florida 33021
(954) 963-2211
Dade: (305) 949-4204
North Broward: (305) 522-4444

CERTIFICATE RE:

SERVICE OF PROCESS
PLACE OF BUSINESS OR DOMICILE
and
REGISTERED AGENT

NAME OF CORPORATION:

RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

THIS CERTIFICATE IS EXECUTED FOR THE PURPOSE OF DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND FOR NAMING THE AGENT OF THIS CORPORATION, UPON WHOM PROCESS MAY BE LAWFULLY SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

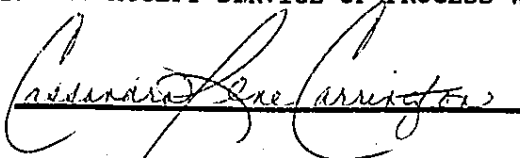
FIRST, THAT RAPID SECURE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS LOCATED AT:

RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

HAS NAMED: CASSANDRA RENE CARRINGTON
LOCATED AT: 5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE



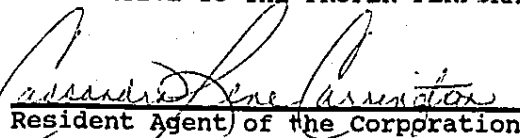
REGISTERED AGENT

TITLE

DATE 24th day of June, 1996.

SECOND, 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE


Resident Agent of the Corporation

DATE: 24th day of June, 1996.

FILED
96 JUL 15 AM 9:42
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CERTIFICATE RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

NAME OF CORPORATION:

RAPID SECURE, INC.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: CASSANDRA RENE CARRINGTON, known to me to be the person who executed the foregoing:


CERTIFICATE RE: SERVICE OF PROCESS

and he/she acknowledged before me that he/she executed the said
CERTIFICATE RE: SERVICE OF PROCESS, for:

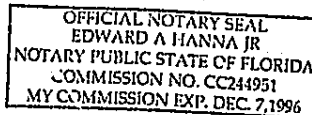
RAPID SECURE, INC.
5722 S. Flamingo Road, Suite #160
Cooper City, Florida 33330

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the State and County aforesaid,

this 24th day of June, 1996.


NOTARY PUBLIC, State of Florida
EDWARD A. HANNA, JR., ESQ.

My Commission Expires:



This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
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