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96 OCT -7 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

118 Huron Ave.
Tampa FL 33606
October 2, 1996

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

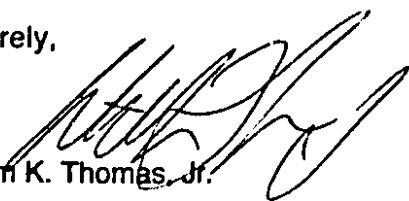
Dear Sir/Madam,

Please find enclosed the Articles of Incorporation for Background Investigations Corp.
Please also find the Transmittal letter for the proposed corporation, the Certificate of
Designation of Registered Agent/Registered Office, and a company check in the
amount of \$70.00 to cover the required filing fee.

Also, I would like to request that the extra copy of the articles, that is attached, be
date/time stamped and returned to me in the enclosed stamped envelope.

If you have any questions, or if I can be any further service to you, please feel free to
contact me at (813) 258-1563. Thank you very much for your time and consideration.

Sincerely,


William K. Thomas, Jr.

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TRANSMITTAL LETTER

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

Subject: Background Investigations, Corp.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00 (filing fee).

From: William K. Thomas, Jr.
118 Huron Ave.
Tampa, Fl. 33606
(813) 258-1563 (Daytime Telephone number)
(813) 258-2258 (FAX)

Note: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BACKGROUND INVESTIGATIONS, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation, under the laws of the State of Florida, adopt of the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the proposed corporation is Background Investigations Corp.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under laws of the United States of America and the State of Florida, and any and all acts or statutes amendatory thereof supplemental thereto.

ARTICLE III

CAPITAL STOCK: The total number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock at a par value of \$100.00 per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors. Each share of common stock shall represent one (1) vote.

Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation .

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is \$500.

ARTICLE V

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal office of the proposed corporation is 118 Huron Avenue, Tampa, Florida 33606.

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall not be less than one or more than three.

ARTICLE VIII

ADDRESS OF DIRECTOR: The name of the initial or first director and street address of this corporation who is subject to the provisions of this certificate of corporation by By-Laws of this corporation and the general laws of the State of Florida,

shall hold office for the first year of existence or until his successor or successors are elected and qualified is:

William K. Thomas, Jr.
118 Huron Avenue
Tampa, FL 33606

ARTICLE IX

SUBSCRIBERS: The name and address of the subscriber to these Articles of Incorporation is as follows:

William K. Thomas, Jr.
118 Huron Avenue
Tampa, FL 33606

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE: The name and street address of the registered agent and registered office is:

William K. Thomas, Jr.
118 Huron Avenue
Tampa, FL 33606

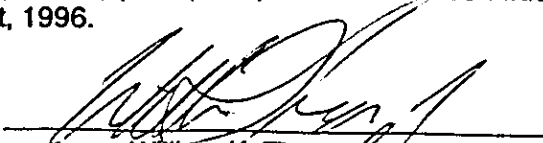
ARTICLE XI

OTHER PROVISIONS:

A. The regulation of the business and the conduct of the affairs of this corporation and provisions creating, dividing and limiting the powers of the corporation and the stockholders, including but not limited to provisions governing the issue of stock certificates to replace lost or destroyed stock certificates shall be governed by the By-Laws of this corporation which may be made and adopted by the shareholders immediately after adjourning of the organizational meeting, and the stockholders shall have the power an authority to amend, modify, change and repeal By-Laws of the corporation.

B. No contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, directors or director of the corporation is a party to or are the parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28th day of August, 1996.


William K. Thomas, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Background Investigations, Corp.
2. The name and address of the registered agent and office is:

William K. Thomas, Jr.
118 Huron Avenue
Tampa, FL 33606

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

(Signature)

(Date)

10/2/96

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