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**FILED**

96 OCT 24 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 22, 1996

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-10/24/96--01057--003  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: Incorporation of **PROFFESIONAL SECURITY ACADEMY, INC.**

To whom it may concern:

Enclosed are the Articles of incorporation and a check for One-hundred Twenty-two Dollars and Fifty cents (\$122.50) for the filing fee and a certified copy of the articles of incorporation. This is for a subchapter S corporation. If you have any questions or concerns regarding this matter please call me at (305) 858-2000 or write to Stephen P. Gant, Esq, 2575 S. Bayshore Drive Ste 3a, Miami, Florida 33133.

Thank you for your time and expedient cooperation in this matter.

Sincerely,



Stephen P. Gant, Esq.

*PH*  
*10/25/96*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROFFESIONAL SECURITY ACADEMY INC.**

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We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formulation of a subchapter s corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do by these Articles set forth:

1. The name of this corporation is: **PROFFESIONAL SECURITY ACADEMY INC.**

2. The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) To provide services including certifying people to become security officers.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel

or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation;

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise;

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats and crafts, and to do all manner of marine construction work;

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America;

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business;

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

3. The stock of this corporation shall be divided into zero shares, at \$ zero par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

4. The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

5. The principal place of business of said corporation shall be at 2390 N.W. 7th Street, Suite 203, Miami, Florida 33149 with the privilege of having branch offices

within and without the State of Florida. The street address of the corporation's initial registered office shall be at 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139 and Derek Borrero shall be the initial registered agent whose office is at said address.

6. The corporation shall have perpetual existence.

7. The names and post office addresses of the first Board of Directors of the corporation who shall hold office for the first year, or until successors are chosen, shall be:

Director Derek Borrero 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

Director Jessica Lane Castillo 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

8. The number of directors of this corporation shall be not less than one (1) nor more than nine (9).

9. The names and post office addresses of the President, Vice President and Secretary and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

President: Derek Borrero 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

Vice President: Derek Borrero 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

Secretary: Derek Borrero 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

Treasurer: Derek Borrero 1035 W. Avenue, Apartment 405, Miami Beach, Florida 33139.

10. The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$500.00: Shares - Not Applicable

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 18<sup>th</sup> day of October, 1996.

Derek E. Borrero (SEAL)

J. Cesar (SEAL)

\_\_\_\_ (SEAL)

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )     ss:

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October, 1996 by Derek E. Borrero, who ~~are~~ is personally known to me and who produced FL Drivers License for identification, and who did take oath, and who acknowledged before me that they signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 18<sup>th</sup> day of October, 1996.

Susan Snavelly  
NOTARY PUBLIC, State of Florida  
at Large

Printed name:

Susan Snavelly

My commission expires:



STATE OF FLORIDA )

) ss

COUNTY OF DADE )

The foregoing Instrument was acknowledged before me this 21<sup>st</sup> day of October, 1996, by Jessica Castillo, who is personally known to me or who has produced FL/DL#C234-432-7-9416 as Identification and who did/did not take an oath.

Susan Shavelly

Signature

Susan Shavelly

Print (Notary's Name)

Notary Public, State of Florida at Large.

Notary Stamp:



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

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **PROFESSIONAL SECURITY ACADEMY, Inc.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, and State of Florida, has named Derek Borrero, , 1035 W. Avenue, Apartment 405, Miami Beach, County of Dade and State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Derek E. Borrero  
Resident Agent

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