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JOHN WHITE II
THOMAS J. YEAGER

November 6, 1996

Y. A. EDWARDS, P. A.
Secretary of State
Division of Corporations
P.O. Box 6307
Tallahassee, Florida 32301

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+11/19/96+00150+000
****122.50 ****122.50

Re: ALLSTATES FIRE PROTECTION, INC.

Dear Sir or Madam:

Enclosed herewith is an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to my attention using the enclosed stamped, self-addressed envelope.

Thank you for your cooperation in this matter.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON &
WHITE, P.A.

Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles in duplicate

cc: Gary N. Gerson, Esq.

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ARTICLES OF INCORPORATION
OF
ALLSTATES FIRE PROTECTION, INC.

FILED
96 NOV 18 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

ALLSTATES FIRE PROTECTION, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

2000 Avenue P
Suite 12
Riviera Beach, Florida 33404

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:


Name

Gary N. Gerson

Street Address

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

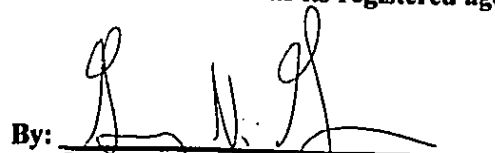
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this ____ day of November, 1996.



Gary N. Gerson, Incorporator


**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Allstates Fire Protection, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Registered Agent

FILED
NOV 18 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA