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LAW OFFICES
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 14, 1997

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***122.50 ***122.50

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

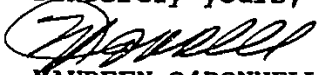
Re: Confidential Investigations &
Consulting, Inc.
Our File Number: 97-2001

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced entity. Please file these Articles at your earliest convenience and return a certified copy to this office. We have enclosed our Trust Account Check in the amount of \$122.50 for the cost of filing.

Thank you for your prompt attention to this matter.

Sincerely yours,


MAUREEN O'DONNELL
For the Firm

MOD:md
Encl.

BH
2/24/97

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ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONFIDENTIAL INVESTIGATIONS & CONSULTING, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I-NAME

The name of the corporation shall be: **CONFIDENTIAL INVESTIGATIONS & CONSULTING, INC.**

ARTICLE II-TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III-NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be investigations and consulting and all other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V-INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be 8621 SW 124th street, Miami, Florida 33156.

ARTICLE VI-INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be: 8621 SW 124th street, Miami, Florida, 33156.

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: MAUREEN O'DONNELL, 15321 S. Dixie Highway, Suite 209, Miami, Florida, 33157.

ARTICLE VIII-INITIAL DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-


laws adopted by the stockholders. The name and post office address of the member of the first board of directors is: JACK SULLIVAN, 8621 SW 124th Street, Miami, Florida 33156.

ARTICLE IX-INCORPORATORS

The name and post office address of the incorporator is: JACK SULLIVAN, 8621 SW 124th Street, Miami, Florida 33156.

ARTICLE X-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

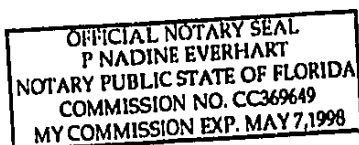


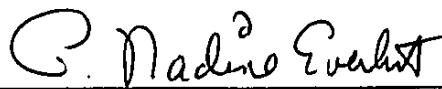
JACK SULLIVAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared JACK SULLIVAN personally to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 13th day of February, 1997.





NOTARY PUBLIC, State of Florida

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.



MAUREEN O'DONNELL