

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

(904) 224-8870

NAME

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ADDRESS

PHONE ()

Service: Top Priority Regular
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EFFECTIVE DATE

6-1-97

To us via Return via

Master No.: Express Mail No.

State Fee \$ Our \$

of
Guard America Co

RE:

P9700046135

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Annual Report

Art. of Amend. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

(Local Copy(s) Photo

Art. of Amend. File

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C U S

Fictitious Name File

Name Reservation

Annual Report

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97 MAY 14 PM 1:00

97 MAY 14

RECEIVED

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum

THANK YOU
from
Your Capital Connection

Please Stamp all
file Copies
Thanks

W92-11222
K.R. MAY 11 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

WALK-IN
Will Pick Up

CR No.

1109



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: GUARD AMERICA, CO.
Ref. Number: W97000011222

We have received your document for GUARD AMERICA, CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 997A00025894

Corrected

RECEIVED
MAY 16 PM 3:25
CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 997A00025894

Corrected
File to second

ARTICLES OF INCORPORATION
OF
Guard America, Inc.

a Florida corporation

The undersigned, acting as incorporator of Guard America, Inc.
under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Guard America, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

4150 NE 26 Avenue
Ft. Lauderdale, Florida 33308

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective June 1, 1997.

American Corporations Unlimited, Inc.
3270 NE 33 Street
Ft. Lauderdale, Florida 33308
(954) 630-0281

FILED
97 MAY 14 PM 12:50
CLERK OF DISTRICT COURT
FLORIDA
SOUTHERN DISTRICT

EFFECTIVE DATE
6-1-97

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3270 NE 33 Street, Ft. Lauderdale 33308 and the name of the corporation's initial registered agent at that address is American Corporations Unlimited, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME

Paul De Mirza
Bent Mirner
James Artinez

American Corporations Unlimited, Inc.
3270 NE 33 Street
Ft. Lauderdale, Florida 33308
(954) 630-0311

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

American Corporations Unlimited, Inc
3270 NE 33 Street

Ft. Lauderdale, Florida 33308

The incorporator of the corporation assigns his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capitol stock of this corporation, this assignment becoming effective on the date corporation existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation..

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this, the

By: Betty Castillo Office Manager 11/87.

American Corporations, Unlimited, Inc.
3270 NE 33 Street
Ft. Lauderdale, Florida 33308
(954) 630-0311

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

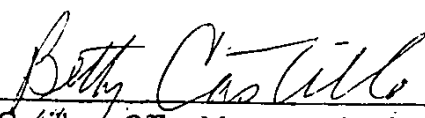
That Guard America, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3270 NE 33 Street, Ft. Lauderdale, Florida 33308, has named American Corporations Unlimited, Inc., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

American Corporations Unlimited, Inc.,

3270 NE 33 Street Ft. Lauderdale, Florida 33308


Betty Castillo / Office Manager Registered Agent
American Corporations Unlimited, Inc.,
Date: May 10, 1999

97 MAY 14 PM 12:50
FILED
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA