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ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

MAME: L. F. WARFIELD CONSTRUCTION CO., INC.

AUDIT NUMBER......H97000012120

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS... 9AGES..... 4

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## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Sucretary of State

July 25, 1997

EMPIRE

SUBJECT: L. P. WAREFIELD CONSTRUCTION, INC. REF: W97000017137

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McRnight Document Specialist FAX Aud. #: H97000012120 Letter Number: 797A00037635

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ARTICLES OF INCORPORATION

OF

SEURIA DE LA TATE TALLARA: SEE, FLORIDA

L. P. WAKFIELD CONSTRUCTION CO., INC.

### ARTICLE I - NAME

The name of this corporation will be L. P. WAKFIELD CONSTRUCTION CO., INC.

## ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be organized under the Florida General Corporation Act.

## ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock at \$1.00 per share.

## ARTICLE IV - TERM

This corporation will have perpetual existence.

## ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at: 3725 S. Ocean Drive, Suite 922, Hollywood, Florida 33019.

## ARTICLE VI - INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation is: JOHN VELELLA, 3725 S. Ocean Drive, Suite 922, Hollywood, Florida 33019.

Prepared by:
Sheldon Golding, Esq.
101 N.E. 3 Avenue, #300
Fort Lauderdale FL 33301
Florida Bar No. 137191
Telephone: (954) 763-2122
Fax No.: (954) 462-0128

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## ARTICLE VII - INITIAL OFFICER AND DIRECTOR

The initial officer and director is:

President/Director:

JOHN VELELLA

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The registered agent and street address of the registered office of this corporation is: Sheldon Golding, Attorney at Law, 101 NE Third Avenue, Suite 300, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned, as initial incorporator, has executed the foregoing Articles of Incorporation on this 21st day of July , 1997.

JOHN VELDIA

STATE OF FLORIDA )
COUNTY OF BROWARD )

Signature of Notary Public

OFFICIAL NOTARY SHAL
RUTH COLDING
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC360169
MY COMMISSION EXP. MAR. 29,1998

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EMPTRE CORPORATE MIT

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day of July , 1997.	JOHN VELBELA	
STATE OF FLORIDA		
COUNTY OF BROWARD		
The foregoing Articles of	of Incorproation was executed	and
acknowledged before me by	OHN VELELLA	who
produced	as identificati	on
	and who did/did not take an oath,	- •
this 21st day of July		
	Signature of Notary Public	» ————————————————————————————————————
NOT	OFFICIAL NOTARY SPAL RUTH COLDING ARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC360169 COMMISSION EXT. MAR. 29,1998	( <i>/</i>
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## CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Floridas Statutes, the following is submitted:

L. P. WAKFIELD CONSTRUCTION CO. INC., desiring to organize under the laws of the State of Florida, with its principal office located at 3725 S. Ocean Drive, Suite 922, Hollywood FL 33019 has named SHELDON GOLDING, ATTORNEY AT LAW, whose address is 101 NE 3rd Avenue, Suite 300, Fort Lauderdale FL 33301, as its agent to accept service of process within the State of Florida.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open, pursuant to law.

Dated: July 21, 1997

SHELDON COLUING

OSISI OCCOPPIL

## 

John Elias

Requestor's Rime
1840 W. 49 Street #100

Address Hialah FL 33012
CITY BLATE DP Phone

558. 4933A

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CORPORA	TION(S) NAME	
Precision	Protective r	research, Inc.
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Acknowledgment		MOLLYCY Secol,

CR2E031 (R8-85)

# ARTICLES OF INCORPORATION OF PRECISION PROTECTIVE RESEARCH, INC. TALL.

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

## ARTICLE I - NAME

The name of this corporation is: PRECISION PROTECTIVE RESEARCH, INC.

## **ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

## **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

## ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a \$1.00 par value.

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1840 W. 49th Street, Suite 100, Hialeah, Dade County, Florida 33012, and the name of the initial registered agent at that address is JOHN ELIAS, ESQUIRE. The street address of the Principal Office of this corporation is: 13300 S.W. 79th Street, Miami, Dade County, Florida 33183.

## **ARTICLE VI - BOARD OF DIRECTORS**

This corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the Board of Director of this corporation is:

IVYS PAEZ 13300 S.W. 79th Street Miami, FL 33183

## **ARTICLE VII - INCORPORATORS**

The name and address of the Incorporator to these Articles of Incorporation is:

JOHN ELIAS, ESQUIRE 1840 W. 49th Street, Suite 100 Miami, Florida 33012

## **ARTICLE VIII - INDEMNIFICATION**

A. <u>Indemnity</u>. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably

believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit of proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.
- C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article VIII.
- D. <u>Miscellaneous</u>. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement,

ARTICLES OF INCORPORATION
PRECISION PROTECTIVE RESEARCH, INC.

vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. <u>Insurance</u>. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. <u>Amendment</u>. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of 1997.

JOHN PLIAS, Incorporator

ARTICLES OF INCORPORATION PRECISION PROTECTIVE RESEARCH, INC.

STATE OF FLORIDA )
(SS)
(COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN ELIAS, who is personally known to me or who has produced identification in the form of a driver's license examined by me, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and

County aforesaid, this \_\_\_\_\_day of \_\_\_\_

- tomeno

My commission expires:

## CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES, as may be amended, the following is submitted:

That, PRECISION PROTECTIVE RESEARCH, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 13300 S.W. 79th Street, Miami, Florida, has named JOHN ELIAS, ESQUIRE, whose address is 1840 W. 49th Street, Hialeah, Florida 33012, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, JOHN ELIAS, ESQUIRE hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his or her duties.

OAN ELIAS, ESQUIRE

STATE OF FLORIDA

)SS

**COUNTY OF DADE** 

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN ELIAS, ESQUIRE, who is personally known to me or who has produced identification in the form of a driver's license examined by me, known to be and known by me to be the person who executed the foregoing Certificate Designation Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein and who is

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personally known to me or who has produced identification in the form of a driver's license examined by me.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3 day of 1997.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

HOTAIN PUBLIC, STATE OF FLORIDA
FLORINA ROQUE
GOVERNO CO-308714
ILIT CONTESTA EXPIRES
AUG. 10, 1897

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