

P97000070607



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 491253 7134110

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : August 8, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 491253-005

CUSTOMER NO: 7134110

800002267338--0

CUSTOMER: Mr. Carll B. Jacobs
EERS INTERNATIONAL INC.

Suite 308
3000 Northeast 30th Place
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: TOTALSHIELD CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 14 PM 2:25
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 PM 12:15
TALLAHASSEE, FLORIDA

[EN AUG 14 1997

ARTICLES OF INCORPORATION
OF
TOTALSHIELD CORP.

FILED
97 AUG 14 PM 2:25
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOTALSHIELD CORP.

The address of the principal office of this corporation shall be Suite 308, 3000 Northeast 30th Place, Fort Lauderdale, Florida 33306 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3000 Northeast 30th Place, Suite 308, Fort Lauderdale, Florida 33306 and the name of the initial registered agent of the corporation at that address is Carll B. Jacobs.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and addresse of the initial member of the Board of Directors are:

Carll B. Jacobs
Dir.

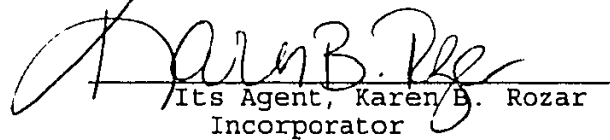
3000 Northeast 30th Place, Suite 308
Fort Lauderdale, Florida 33306

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on August 14, 1997.


Its Agent, Karen B. Rozar
Incorporator

JKN/RWW

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Carll B. Jacobs, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

TOTALSHIELD CORP.

Carll B. Jacobs is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Carll B. Jacobs

FILED
97 AUG 14 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA