

8/14/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UNITED STATES SECURITY PROFESSIONALS, IN.

AUDIT NUMBER.....H97000013444

DOC TYPE.....FLORIDA PROFIT CORPORATIONT OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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8/18/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthem
Secretary of State

August 15, 1997

EMPIRE

SUBJECT: UNITED STATES SECUTY PROFESSIONALS, INC.
REF: W97000018866

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Becky McKnight
Document Specialist

FAX Aud. #: H97000013444
Letter Number: 797A00041471

497000013444
ARTICLES OF INCORPORATION

of

UNITED STATES SECURITY PROFESSIONALS, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is UNITED STATES SECURITY PROFESSIONALS, INC., whose principal office and mailing address is: 19502 East Country Club Drive, Aventura, Florida 33180.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2875 N.E. 191st Street, Suite 404
North Miami Beach, Florida 33180
(305) 832-7555 / Fla Bar No. 112689

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ARTICLE IV

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PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

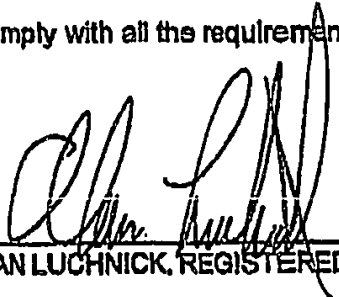
The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: ALAN LUCHNICK

REGISTERED OFFICE: 19502 East Country Club Drive
Aventura, Florida 33180

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


ALAN LUCHNICK, REGISTERED AGENT

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

ALAN LUCHNICK

19502 East Country Club Drive

Aventura, Florida 33180

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation

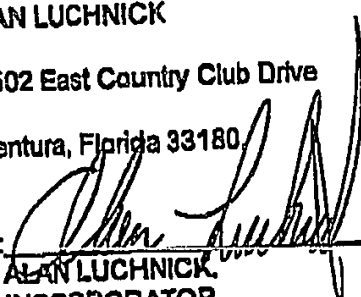
is:

INCORPORATOR: ALAN LUCHNICK

ADDRESS: 19502 East Country Club Drive

Aventura, Florida 33180

By:


ALAN LUCHNICK
INCORPORATOR

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STATE OF FLORIDA

SS

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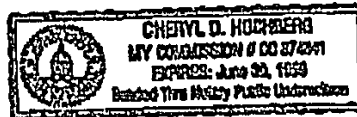
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared ALAN LUCHNICK, to me well known or provided drivers license as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 12 day of August, 1997.

Cheryl D. Hochberg
Notary Public, State of Florida at Large

My Commission Expires:



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