

SEP 23 '97 04:58PM RUIZ&COMPANY

P.4/3

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

9/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:42

((H97000015827 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUIZ & CO., INC.

ACCT#: 110116001462

CONTACT: OSCAR W RUIZ

PHONE: (305)828-1277

FAX #: (305)828-6855

7970000082486

NAME: EAGLE PROTECTIVE SERVICES OF SOUTH FLORIDA,

AUDIT NUMBER.....H97000015827

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

9/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

5:43

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 110116001462

AVAILABLE BALANCE: \$115.

SUB ACCOUNT:

FAX NUMBER: (305)828-6855

METHOD OF DELIVERY: F

MAIL NAME: RUIZ & CO., INC.

MAIL ADDR1: 1665 WEST 68TH STREET

MAIL ADDR2: SUITE 206

CITY: HIALEAH

ST: FL ZIP: 33014-0000 COUNTRY: US

ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

9/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

5:43

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***

B. McKnight SEP 24 1997

Aud# H97000015827-3

ARTICLES OF INCORPORATION OF

EAGLE PROTECTIVE SERVICES OF SOUTH FLORIDA, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **EAGLE PROTECTIVE SERVICES OF SOUTH FLORIDA, INC.**

The principal place of business of this corporation shall be: 5951 N.W. 151 Street, Ste#210
Miami Lakes, Florida 33014

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$.10 par value per share.**

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitled to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

This Document prepared by:
Ruiz & Co., P.A.
1665 W. 68 St., Ste#206
Hialeah, Florida 33014
(305) 828-1277

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Raul Barrionuevos
5951 NW 151 Street, Ste#210
Miami Lakes, Florida 33014

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

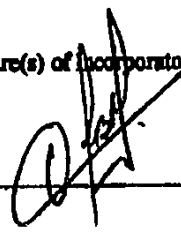
ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Raul Barrionuevos
5951 N.W. 151 Street, Ste# 210
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 22nd, day of September, 1997.

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **EAGLE PROTECTIVE SERVICES OF SOUTH FLORIDA, INC.**
2. The name and address of the registered agent and office is: **Raul Barriomuevos**
3951 N.W. 151 Street, Ste# 210
Miami Lakes, Florida 33014

SIGNATURE _____

TITLE : PRESIDENT

DATE: September 22nd, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: September 22nd, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA