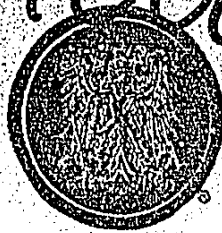


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FILED

97 OCT 10 PM 2 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 1997

Division of Corporation
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100002317421--1
-10/10/97--01068--008
***122.50 ***122.50

RE: Filing Articles of Corporation of:
Fidelity Protective Services, Corp.

To whom it may concern:

Enclosed please find a check the amount of \$122.50 payable to Florida Department of State, for the filing fees of Fidelity Protective Services.

I thank you in advance for your anticipated cooperation in this matter. If you have any questions, please do not hesitate to contact me at (800) 835-8692.

Sincerely,

Bert Alexander Velunza

P. Hall OCT 10 1997

V E L U N Z A C O R P .

2000 SOUTH DIXIE HIGHWAY • SUITE 104A • COCONUT GROVE • FLORIDA 33133
OFFICE: 305/285-0101 • TOLL FREE: 800/835-8692 • FACSIMILES: 305/285-8401

ARTICLES OF CORPORATION
OF
FIDELITY PROTECTIVE SERVICES, CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

FIDELITY PROTECTIVE SERVICES, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Corporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural person might do, viz.:

1. Transact any and all lawful business.
2. Said corporation shall further have power:

To have perpetual succession by its corporate name;

FIDELITY PROTECTIVE SERVICES, CORP.

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, others domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States of any other governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage of pledges of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so lent or invested;

To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, consistent with its Articles of Corporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary or convenient to effect its purposes; To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

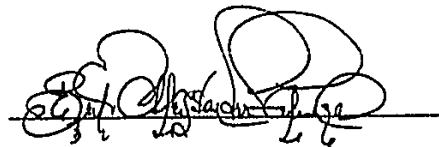
The aggregate number of shares which the corporation shall have authority to issue is the total sum 1000 share, having an individual par value of \$ 5.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of this corporation's principal office, shall be the same as its initial registered agent office and the name of the initial registered agent of this corporation shall be:

VELUNZA CORP.
2000 South Dixie Highway, Suite 104 A
Coconut Grove, Florida 33133

I hereby am familiar with accept the duties and responsibilities as registered agent for said corporation:

A handwritten signature in black ink, appearing to read 'Bert Alexander Velunza', written over a horizontal line.

Bert Alexsander Velunza, Director
VELUNZA CORP.

ARTICLE VI

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The initial Board of Director shall consist of a total of one (1) person and the name and address of the person who is to serve as an initial director is:

Bert Alexsander Velunza
2000 South Dixie Highway, Suite 104 A
Coconut Grove, Florida 33133

The name and address of the Incorporator executing these Articles of Corporation is:

VELUNZA CORP.
2000 South Dixie Highway, Suite 104 A
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Corporation this 9th day of October, 1997.



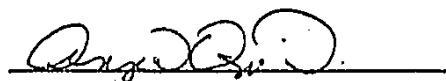
Bert Alexsander Velunza, Director
VELUNZA CORP.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Bert Alexsander Velunza**, director of **VELUNZA CORP.**, known to me and known by me to the person who executed the foregoing Articles of Corporation, and he acknowledges before me that he executed those Articles of Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9th day of October, 1997.



My Commission Expires:

Notary Public, State of Florida

