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LAW OFFICES  
**BOONE & DAVIS, P.A.**  
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MICHAEL S. DAVIS  
LESLI MUCHNICK

OF COUNSEL  
CHARLES FLAXMAN

January 13, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

1-13-98

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-01/14/98--01057--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Our Client: Charles Schmidt  
Our File Number: CORP-98-06020

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return to me one certified copy in the enclosed self-addressed stamped envelope provided herein. I am also enclosing our check in the amount of \$122.50 to file the above.

If you have any questions, please do not hesitate to call our office. Thank you for your anticipated cooperation.

Very truly yours,

BOONE & DAVIS, P.A.

Michael S. Davis

MSD:ddk

enclosure(s) (as noted)

FILED  
98 JAN 14 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 1/15/98



ARTICLES OF INCORPORATION

FILED

EFFECTIVE DATE  
1-13-98

OF

98 JAN 14 AM 9:50

VIGILANTE SERVICES, INC.

SECRETARY 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:

VIGILANTE SERVICES, INC.

The address of the principal office of this corporation shall be 501 NE 23 Street, Ft. Lauderdale, FL 33305 and the mailing address of the corporation shall be P.O. Box 70192, Ft. Lauderdale, FL 33307-0192.

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 shares valued at Ten (\$10.00) Dollars par value of common stock.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2311 N. Andrews Avenue, Ft. Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Michael S. Davis.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the date of execution of these Articles.

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 names and addresses of the initial members of the Board of Directors are:

Charles Schmidt  
501 NE 23 Street  
Wilton Manors, FL 33305-0000

ARTICLE VII - INCORPORATOR

The name and address of the incorporator and the persons signing these Articles of Incorporation:

Michael S. Davis  
2311 North Andrews Avenue  
Wilton Manors, FL 33311-0000

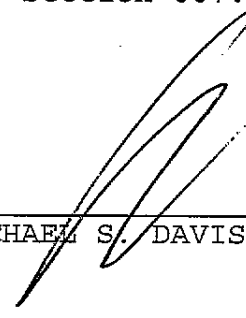
IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Broward County, Florida this 13th day of January, 1998.

  
\_\_\_\_\_  
MICHAEL S. DAVIS



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Michael S. Davis, 2311 N. Andrews Avenue. Ft. Lauderdale, Florida  
33311, having been designated as the Registered Agent in the above and  
foregoing Articles, is familiar with and accepts the obligations of  
the position of Registered Agent under Section 607.0505, Florida  
Statutes.



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MICHAEL S. DAVIS

FILED  
98 JAN 14 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA