

Suárez Báster

ACCOUNTING & TAX SERVICE

435 HIALEAH DRIVE, SUITE 11, HIALEAH, FLORIDA 33010

P98000058016

JUNE 25th -1998

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

200002574692--4

-06/29/98-01058-008
****122.50 ****122.50

DEAR SIR:

I AM SENDING ARTICLES OF INCORPORATION OF: PHOENIX SECURITY GUARD, INC.

ALSO I SEND CHECK FOR \$122.50, FOR FEE.

PLEASE, SEND TO ME AT: SUAREZ BASTER ACCOUNTING & TAX, 435 HIALEAH DRIVE,
SUITE 11, HIALEAH, FLORIDA, 33010.

THANK YOU,

SUAREZ BASTER ACCOUNTING & TAX

FILED
98 JUN 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-6-30-98

PHOENIX SECURITY GUARD, INC

FILED
JUN 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

b. To enter into, make, perform and carry out contracts of - -

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the - - currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to - - secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and - obligations of the company and other companies.

f. To do all of such acts or things as they are incident or - - - conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or - expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and - exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. _____

ARTICLE I I I

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100) shares of no par value. - For

incorporation purposes, each share will have a nominal value set at. - -

NO PAR VALUE

(\$)

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the - control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE THOUSAND DOLLARS (\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE (1) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT:	EDWIN PHILLIPS	= 500 S. E. 7th STREET HIALEAH, FLORIDA, 33010

ARTICLE VI I I

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
EDWIN PHILLIPS= PRESIDENT	- 500 S. E. 7th STREET HIALEAH, FLORIDA, 33010	100

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at . Dade County, Florida, for the uses and purposes aforesaid.

Witnesses:



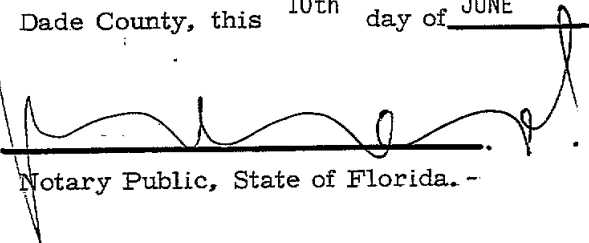
President

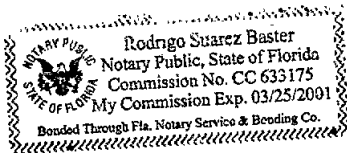
Sec-Tres.

I HEREBY CERTIFY that on this 10th day of JUNE
1998 before me personally appeared EDWIN PHILLIPS
and _____, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 10th day of JUNE
1998 A. D.

My Commission expires:


Notary Public, State of Florida. -



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING -
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act.

First: That PHOENIX SECURITY GUARD, INC

desiring to organize under the Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of Incorporation at
500 S. E. 7th STREET, HIALEAH, FLORIDA, 33010

County of DADE State of Florida, -Has named: EDWIN PHILLIPS

located at 500 S. E. 7th STREET- HIALEAH, FLORIDA, 33010

(Street address and number of Building)
City of HIALEAH County of DADE

State of FLORIDA, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the above -
stated Corporation, at place designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provision
of said Act relative to keeping open said office.

By: Edwin Phillips
Resident Agent.

FILED
98 JUN 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA