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LAW OFFICES OF LANCE ARMSTRONG

A Professional Association

1035 N.W. 11th Avenue, Miami, FL 33136-2611
Telephone: (305) 547-2555 / Fax: (305) 545-8514

August 11, 1998

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

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-08/20/98-01022-006
****122.50 ****122.50

Re: Incorporation of IdentiGuard Services, Inc.

Please find enclosed the Articles of Incorporation of IdentiGuard Services, Inc., the Registered Agent Designation, and my check in the amount of \$122.50 for the corporate filing fee and a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter and should you have any questions or suggestions in this regard, please give my office a call.

Sincerely Yours,



Lance Armstrong, Esq.

APPROVED
AND
FILED
98 AUG 20 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

98 AUG 20 AM 8:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
IdentiGuard Services, Inc.**

THE UNDERSIGNED, acting as Incorporator of **IdentiGuard Services Inc.**,
under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation shall be as stated above.
2. The period of duration is perpetual.
3. The purpose of the corporation shall be to engage in all retail and wholesale trade and business activities as provided for under the laws of the State of Florida, and any and all other lawful business activities permitted under the laws of the State of Florida or the United States of America, whether the activities be within or without the jurisdiction of the United States of America, with the exception of banking or banking activities, unless otherwise permitted by special charter in which case an amendment will be attached to these Articles of Incorporation permitting the same.
4. The capital stock of the corporation authorized, the par value thereof, and the characteristics of such stock shall be as follows: **1000 shares at \$1.00 par value.**

Shares of the capital stock of this corporation shall be issued initially to the following persons, in the amounts set opposite their names:

Jeffrey D. Weinkle	500 Shares
Vera Armstrong	500 Shares

Shares held by the shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which those shares may

be offered and sold shall be further specified by written agreement among all the shareholders and the Corporation.

5. The corporation shall be deemed to exist as a valid corporation under the Laws of the State of Florida on the date in which the original Articles of Incorporation were filed in the office of the Secretary of State.

6. The initial principal place of business of the corporation shall be located at: **1035 N.W. 11th Avenue, Miami, Florida 33136.**

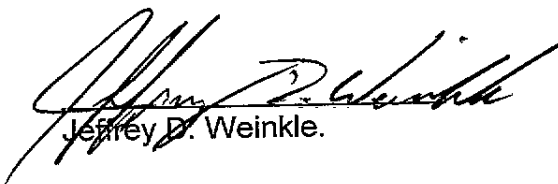
7. The name of the initial Registered Agent in the State of Florida authorized to accept service of process on behalf of said corporation and his address shall be: **Lance Armstrong, Esquire, 1035 N.W. 11th Avenue, Miami, Florida 33136.**

8. The number of directors constituting the Board of Directors of the Corporation shall be one, whose name and address is as follows:

**Jeffery D. Weinkle
100 S.E. 2nd Street
Suite 3550
Miami, Florida 33131**

9. The name and address of the Incorporator is as follows:

**Jeffery D. Weinkle
100 S.E. 2nd Street
Suite 3550
Miami, Florida 33131**


Jeffrey D. Weinkle.

DATED this 12 day of August, 1998.

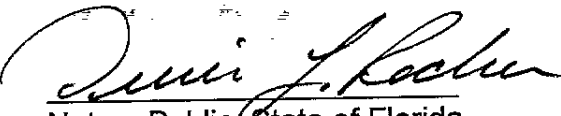
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jeffrey D. Weinkle, who produced a Florida Driver's License as identification and who is the person described in and who subscribed to the foregoing Articles of Incorporation of IdentiGuard Services, Inc., a Florida Corporation, and who acknowledged before me that he did freely and voluntarily subscribe to the same for the uses and purposes therein described and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at in said County and State afore stated this 12th day of August, 1998.



Dunia L Rocha
My Commission CC663264
Expires July 13, 2001


Notary Public, State of Florida

CERTIFICATE DESIGNATING RESIDENT AGENT,
PLACE OF BUSINESS, OR DOMICILE, FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA ON
BEHALF OF A CORPORATION

In compliance with Florida Statute §48.091, the following is submitted:

IdentiGuard Services Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1035 N.W. 11th Avenue, Miami, Florida, has named **Lance Armstrong, Esquire, of 1035 N.W. 11th Avenue, Miami, Florida 33136**, as its agent to accept service of process within the State of Florida.

HAVING BEEN NAMED to accept service of process for the above-named 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.

Date: 8/11/98

By: _____

Lance Armstrong, Esquire
Florida Bar # 281638
1035 N.W. 11th Avenue
Miami, Florida 33136
(305) 547-2555

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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