

P98000091372



ACCOUNT NO. : 072100000032

REFERENCE : 008397 81372A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 78.75

ORDER DATE : October 26, 1998

ORDER TIME : 2:08 PM

ORDER NO. : 008397-010

CUSTOMER NO: 81372A

500002672885--2

CUSTOMER: Mr. Nicholas E. Christin  
WICKER SMITH TUTAN O'HARA  
WICKER SMITH TUTAN O'HARA  
Suite 700  
1645 Palm Beach Lakes Blvd  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ON GUARD SECURITY AND  
INVESTIGATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

~~\*\*\*\*\*FILE 2ND\*\*\*\*\*~~

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 3:55

RECEIVED  
99 OCT 26 PM 2:41  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 3:55

EFFECTIVE DATE

10/23/98

ARTICLES OF INCORPORATION  
OF  
ON GUARD SECURITY AND INVESTIGATIONS, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

ON GUARD SECURITY AND INVESTIGATIONS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

9600 N.W. 38th Street  
Third Floor  
Miami, FL 33178

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Engaging in the security guard and patrol agency business.

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of

Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

## ARTICLE V

### CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 500 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>  |
|-----------------|---|
| David H. Shopay | 9600 N.W. 38th Street<br>3rd Floor<br>Miami, FL 33178 |

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, ON GUARD SECURITY AND INVESTIGATIONS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2900 S.W. 28th Terrace, 5th Floor, Miami, Miami-Dade County, Florida, and has named Nicholas E. Christin as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>  |
|-----------------|---|
| David H. Shopay | 9600 N.W. 38th Street<br>3rd Floor<br>Miami, FL 33178 |

ARTICLE XI

SCOPE OF ARTICLES

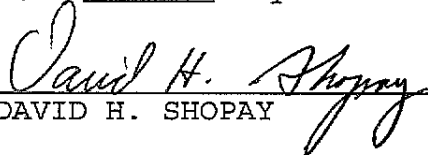
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 23rd day of October, 1998, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 23 day of October, 1998.

  
 \_\_\_\_\_ (SEAL)  
 DAVID H. SHOPAY

STATE OF FLORIDA)  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared DAVID H. SHOPAY, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 23 day of October, 1998.

*Liliana C. Garcia*  
Notary Public, State of Florida  
at Large

My commission expires:

OFFICIAL NOTARY SEAL  
LILIANA C GARCIA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC539864  
MY COMMISSION EXP. MAR. 30, 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 3:55

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for ON GUARD SECURITY AND INVESTIGATIONS, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
\_\_\_\_\_  
Registered Agent (SEAL)

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