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**Branagan & Co.
Certified Public
Accountants P.A.**

9900 Stirling Road, Suite 103
Cooper City, Florida 33024
Tel (954) 432-7706
Fax (954) 432-3886

November 2, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002680191--8

-11/04/98--01055--010
****122.50 *****78.75

Re: CHARLES LANZA & ASSOCIATES, INC.

EFFECTIVE DATE

11-02-98

Dear Sirs:

Enclosed please find check #4167 in the amount of \$122.50 to file the above referenced company's Articles of Incorporation, the original and one copy of which are enclosed. If you should require any further information, please contact this office.

Thanking you in advance for your cooperation, I remain

Yours truly,

Branagan & Company, P.A.

Joann M. Branagan, CPA

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 7:56

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ARTICLES OF INCORPORATION
OF
CHARLES LANZA & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **CHARLES LANZA & ASSOCIATES, INC.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in **consulting for community preparedness and contingency planning** and/or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 **1000 shares** of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial principal office of the corporation shall be **11562 Gorham Drive, Cooper City, FL 33026**, and the name of the initial Registered Agent for the corporation at that address is **Charles V. Lanza, Jr..**

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall commence its existence on **November 2nd, 1998** and exist perpetually.

EFFECTIVE DATE

ARTICLE VII LIMITATION OF LIABILITY

11-02-98

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer maybe entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Charles V. Lanza, Jr.

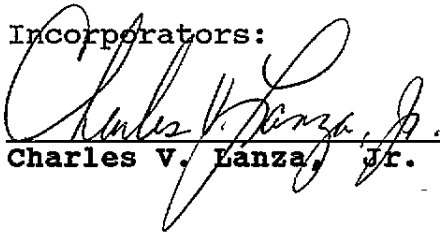
ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Charles V. Lanza, Jr.
11562 Gorham Drive
Cooper City, FL 33026

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 2nd day of November, 1998.

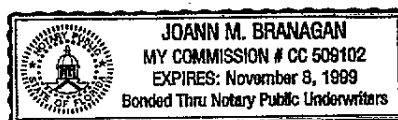
Incorporators:


Charles V. Lanza, Jr.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me this 2nd day of November, 1998, by: Charles V. Lanza, Jr.


Notary Public
(SEAL) State of Florida
My Commission Expires:



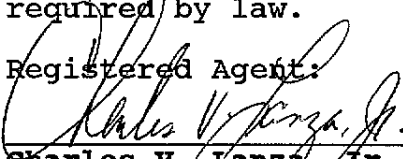
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. **CHARLES LANZA & ASSOCIATES, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at **11562 Gorham Drive, Cooper City, FL 33026**, has named **Charles V. Lanza, Jr.**, whose address is **11562 Gorham Drive, Cooper City, FL 33026**, as its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



Charles V. Lanza, Jr.

STATE OF FLORIDA
COUNTY OF BROWARD

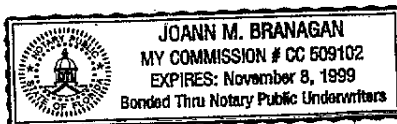
BEFORE ME, the undersigned authority, this day personally appeared **Charles V. Lanza, Jr.**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 2nd day of November, 1998.



Notary Public
(SEAL) State of Florida

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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