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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

NATIONAL BACKGROUND SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
NATIONAL BACKGROUND SERVICES, INC.

ARTICLE I

The name of the corporation is NATIONAL BACKGROUND SERVICES, INC.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted by the corporation, and the powers and privileges to be exercised by it shall include any and all lawful business that is given to bodies corporate under the Statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

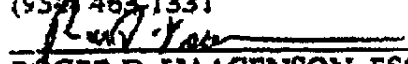
ARTICLE IV

The capital stock of the corporation shall consist to one thousand (1000) shares of common stock with \$1.00 par value, which stock shall be paid for in cash, real or personal property or services which shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ROGER D. HAAGENSON P.A.
Cumberland Building, Suite 601
800 East Broward Boulevard
Fort Lauderdale, Florida 33301
(954) 463-1331


ROGER D. HAAGENSON, ESQUIRE
Florida Bar No 170674

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ARTICLE VI

The street address of the initial principal and registered office of this corporation is 2620 North Australian Avenue, West Palm Beach, Florida 33407, and the name of the initial registered agent of this corporation is Roger D. Haagenson located at 800 East Broward Boulevard, Suite 601, Ft. Lauderdale, Florida 33301.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time and their method of election shall be as stated in the by-laws of the corporation. The total number of directors shall never be less than one (1). The name and address of the initial director of this corporation is: Ralph E. King, III; 2620 North Australian Avenue, West Palm Beach, Florida 33407.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is: Ralph E. King, III; 2620 North Australian Avenue, West Palm Beach, Florida 33407. The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shares of the capital stock of this corporation shall be issued to the following people in the amount set opposite their name:

HARVEY TUCKER	250 SHARES
TED PESSIN	250 SHARES
RALPH E. KING, III	125 SHARES
ROBERT A. GARRETT	125 SHARES
WILLIAM DAMES	125 SHARES
CHRISTOPHER BRET	125 SHARES

shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such are first offered to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

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ARTICLE X

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIII

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XIV

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders in subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of NATIONAL BACKGROUND SERVICES, INC., on this 28th day of May, 1999.


RALPH E. KING, III

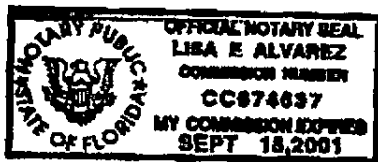
STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me, this day, by RALPH E. KING, III. He is personally known to me.

WITNESS my hand and official seal in the county and state last aforesaid on this 28th day of May, 1999.

My Commission Expires:
1


Notary Public - State of Florida



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

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First, that NATIONAL BACKGROUND SERVICES, INC., desiring to organize
under the laws of the State of Florida, with its principal address as indicated in the Articles
of Incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida,
has named Roger D. Haagenon; located at 800 East Broward Boulevard Suite No 601, Ft.
Lauderdale, Florida 33301, as its agent to accept service of process in this state.

I HEREBY AGREE to act as agent for NATIONAL BACKGROUND SERVICES,
INC., to accept service of process within the State of Florida.


ROGER D. HAAGENON

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