

S21940

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

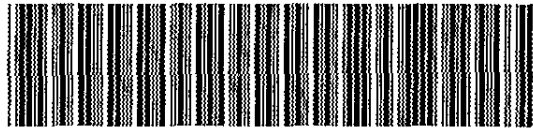
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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TALLAHASSEE, FLORIDA

~~PS 11/10/03~~ PS 11/20  
203-521940



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 4, 2003

FLORIDA BIO-COMPLIANCE, INC.  
ATTN: LINWOOD C MEEHAN III  
2716 REW CIRCLE, SUITE 101  
OCOE, FL 34761

SUBJECT: FLORIDA BIO-COMPLIANCE, INC.  
Ref. Number: S21940

We have received your document for FLORIDA BIO-COMPLIANCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please indicate the article number(s) being amended, added or deleted in the first section of the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 803A00059985

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SECRET  
TALLAHASSEE, FL 32314



2716 Rew Circle, Suite 101 . Ocoee, Florida 34761  
Telephone (407) 654-3200 . Facsimile (407) 656-9802

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Recently, Florida Bio-Compliance, Inc. was acquired by ICR Systems, Inc.

Please update the corporate address to the following:

Florida Bio-Compliance, Inc.  
2716 Rew Circle, Suite 101  
Ocoee, Florida 34761

Mr. James P. Crawford and Mrs. Kathleen B. Crawford shall remain on the Board of Directors. Mr. Steven L. Atkinson shall remain a Vice President and Director.

Mr. Linwood C. Meehan III shall assume the role of President, CEO and Chairman of the Board. Per a change by amendment, Mr. Meehan is also the Resident Agent.

Enclosed is an Articles of Amendment for the current Articles of Incorporation of Florida Bio-Compliance, Inc.

A check for \$35.00 is enclosed to cover the Articles of Amendment Filing Fee.

If there is anything else that needs to be provided, please advise me at your earliest convenience.

Sincerely,

Linwood C. Meehan III  
President and Chairman of the Board

FILED

03 NOV 17 AM 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FLORIDA BID-COMPLIANCE, INC.

(Present Name)

S 21940

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1

ARTICLE 2

ARTICLE 3

ARTICLE 4

ARTICLE 5

ARTICLE 6

ARTICLE 7

SEE ATTACHED

ARTICLES OF INCORPORATION

ARTICLE 8

ARTICLE 9

ARTICLE 10

ARTICLE 11

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: \_\_\_\_\_

10/29/03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"

voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of OCTOBER, 2003

Signature: \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

LINWOOD C. MEEHAN III

(Typed or printed name of person signing)

PRESIDENT & CHAIRMAN OF THE BOARD

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION  
OF**

**Florida Bio-Compliance, Inc.**

**THE UNDERSIGNED**, having associated ourselves together for the purpose of forming a corporation for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions of and subject to the requirements of the laws of the State of Florida, do make, record and file these Articles of Incorporation, in writing, and we do hereby certify:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**Florida Bio-Compliance, Inc.**

**ARTICLE II**

**OFFICE**

This Corporation may maintain an office, or offices, in such place within or without the State of Florida as may be from time to time designated by the By-Laws of said Corporation, and that this Corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Florida as well as within the State of Florida.

The principal place of business is located at 2716 Rew Circle, Suite 101, Ocoee, Florida 34761.

### **ARTICLE III**

#### **PURPOSE**

The purpose for which said Corporation is formed and the nature of the objects proposed to be transacted and carried on by it is to engage in any and all lawful activity, as provided by the laws of the State of Florida, including but not limited to:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

(C) Shall have power to have succession by it's corporate name for the period limited in it's certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and it's affairs wound up according to law.

(D) Shall have power to effect litigation in its own behalf and interest in any court of law.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and mortgage or lease any such real or personal estate with its franchises.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Florida, for the management, regulation and government

of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to dissolve itself.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same.

The use of a seal or stamp by the Corporation on any corporate document is not necessary. The Corporation may use a seal or stamp if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of it's business, or for the exercise of it's corporate rights, privileges or franchises, or for any other lawful purpose of it's incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, payable at a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, or for money borrowed, or in payment for property purchased or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence of the indebtedness created by, any other corporation or corporations of the State of Florida, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges or ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of it's own capital stock and use therefore it's capital, capital surplus, surplus, or other property or fund.



(N) Shall have power to conduct business, have one or more offices, and hold, purchase mortgage and convey real and personal property in the State of Florida, and in any of the several states, territories and possessions of the United States, the District of Columbia, and foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in it's certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures in connection with any lawful activities.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The authorized amount of Capital Stock of the Corporation shall be Twenty Five Million (25,000,000) shares of Common Stock at \$.001 par value per share, in such series and designations as may be authorized by the Board of Directors. Each share of common stock shall have equal rights and preferences, voting privileges and preferences. Said Capital Stock may be

increased or decreased from time to time in accordance with the provisions of the laws of the State of Florida.

## **ARTICLE V**

### **GOVERNING BOARD**

The members of the Governing Board of the Corporation shall be known as Directors. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, providing that the number of directors shall not be reduced to fewer than one (1). The current board of directors consists of five members. The names and address of the Board of Directors are as follows:

#### **FIRST BOARD OF DIRECTORS**

<u>Name</u>	<u>Address</u>
Linwood C. Meehan III Chairman	2716 Rew Circle, Suite 101 Ocoee, FL 34761
Steven L. Atkinson	2716 Rew Circle, Suite 101 Ocoee, FL 34761
Mr. James P. Crawford	2716 Rew Circle, Suite 101 Ocoee, FL 34761
Mrs. Kathleen B. Crawford	2716 Rew Circle, Suite 101 Ocoee, FL 34761
Mr. L. Clayton Meehan Jr.	2716 Rew Circle, Suite 101 Ocoee, FL 34761

**ARTICLE VI**  
**RESIDENT AGENT**

The name and address of the Resident Agent for this corporation is as follows:

Name

Address

Linwood C. Meehan III

2716 Rew Circle, Suite 101  
Ocoee, Florida 34761

and does hereby certify that on the 24<sup>th</sup> day of October, 2003, he accepts the appointment as  
Resident Agent of the Corporation.



**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation, who is  
above the age of eighteen (18) years, is as follows:

Name

Address

Linwood C. Meehan III

2716 Rew Circle, Suite 101  
Ocoee, Florida 34761

**ARTICLE VIII**  
**INDEMNIFICATION**

No director or officer of the Corporation shall be personally liable to the Corporation or  
any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided,

however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or knowing violation of law, or (ii) the payment of dividends in violation of Florida Statutes. Any repeal or modification of an Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

## **ARTICLE IX**

### **EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE X**

### **BOARD OF DIRECTORS AUTHORITY**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized:

Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the Corporation,

which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name, or names as may be stated in the By-Laws of the Corporation, or may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the corporation.

## **ARTICLE XI**

### **RESERVATION OF RIGHTS**

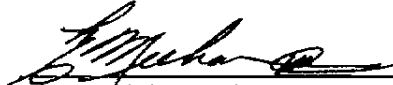
This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE XII**

### **ACQUISITION OF CONTROLLING INTEREST**

No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any of the provisions of this paragraph shall apply to or have any effect on any transaction involving acquisition of control by any person or any transaction with an interested stockholder occurring prior to such amendment or repeal.

**I, THE UNDERSIGNED**, being the Incorporator herein before named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Florida, do make and file these Amended Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto subscribed my name this 29<sup>th</sup> day of October, 2003.

  
\_\_\_\_\_  
Linwood C. Meehan III  
President and Chairman of the Board