

F98000001342

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FAM INTERNATIONAL SECURITY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JAMES N. RICE
(Name of Person)

FAM INTERNATIONAL SECURITY, INC.
(Firm/Company)

8665 WILSHIRE BLVD. SUITE 400
(Address)

BEVERLY HILLS, CA. 90211
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

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JAMES N. RICE at (310) 360-1378
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. FAM INTERNATIONAL SECURITY INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA 3. 95-4658276
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCT 30, 1997 5. " PERPETUAL "
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NO BUSINESS AS OF YET.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8665 WILSHIRE BLD. SUITE 400
BEVERLY HILLS, CA. 90211
(Current mailing address)

8. SECURITY AND INVESTIGATIVE COMPANY
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: HERBERT T. WINSTON

Office Address: 2538 COOLIDGE ST.

HOLLYWOOD, Florida, 33020
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Herbert T. Winston
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: JAMES N. RICE

Address: 8665 WILSHIRE BLVD. SUITE 400
BEVERLY HILLS, CA. 90211

Vice Chairman: "SAME AS ABOVE"

Address: "

Director: "SAME AS ABOVE"

Address: "

Director: "SAME AS ABOVE"

Address: "

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: JAMES N. RICE

Address: 8665 WILSHIRE BLVD. SUITE 400
BEVERLY HILLS, CA. 90211

Vice President: "SAME AS ABOVE"

Address: "


Secretary: "SAME AS ABOVE"

Address: "

Treasurer: "SAME AS ABOVE"

Address: "

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES N. RICE PRESIDENT
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 30th day of October, 19 97,

FAM INTERNATIONAL SECURITY, INC

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

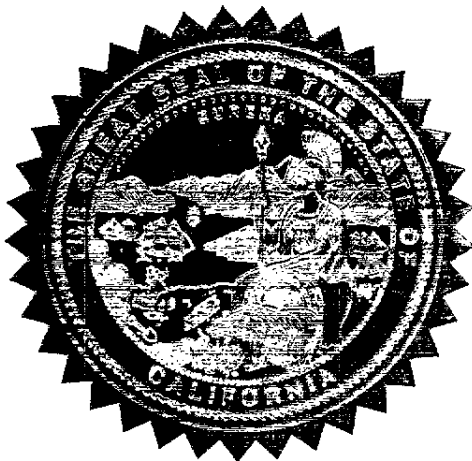
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 13, 1998



Bill Jones

Secretary of State