

LD1000013334

C. Anthony Rumore, Esq.
ATTORNEY AT LAW

540 East McNab Road; Suite C
Pompano Beach, FL 33060

Tel: (954) 946-9080
Fax: (954) 946-9081

155.00
00855-02827-00676-02963
W01-16620

July 5, 2001

300004481963--7
-07/18/01--01007--001
***133.75 ***133.75
130.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

MJH

CUS

RE: ViceoGuard Security, LLC.

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the Articles of Organization for VideoGuard Security, LLC together with the corresponding check in the amount of \$132.75, to cover cost of Filing, Registered Agent and Certified Copies.

Sincerely,

C.A.R.

C. Anthony Rumore

01 JUL 18 PM 1:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Called 7/26 - wants CUS instead of CC
mjh



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 19, 2001

C. ANTHONY RUMORE
540 EAST MCNAB ROAD, SUITE C
POMPANO BEACH, FL 33060

SUBJECT: VICEOGUARD SECURITY, LLC
Ref. Number: W01000016620

We have received your document for VICEOGUARD SECURITY, LLC and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00042270

**ARTICLES OF ORGANIZATION
OF
VIDEOGUARD SECURITY, LLC**

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: VIDEOGUARD SECURITY, LLC (the 'Company').

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

540 East McNab Road
Suite: C
Pompano Beach, FL 33060

**ARTICLE III
DURATION**

If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

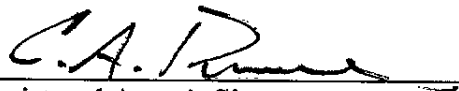
**ARTICLE IV
REGISTERED AGENT**

The name and the Florida street address of the registered agent are:

C. Anthony Rumore, Esq.
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

FILED
01 JUL 18 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI INITIAL MANAGEMENT

VideoGuard Security, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are:

DH SYSTEMS
GROUP, INC.
540 East McNab Rd.
Suite: D
Pompano Beach, FL 33060

MOREZANO
INTERNATIONAL, INC.
540 East McNab Rd.
Suite: C
Pompano Beach, FL 33060

RIGHT ANGLES
OF POMPARNO, INC.
540 East McNab Rd.
Suite: C
Pompano Beach, FL 33060

ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

**ARTICLE IX
MEMBERSHIP CLASSES**

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with designated rights, powers, and duties including additional member classes having no voting rights.

**ARTICLE X
INDEMNIFICATION**

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this
9th day of July 2001.


MANAGING MEMBER

DH SYSTEMS GROUP, INC.
Don Herpin, President
540 East McNab Road, Suite: D
Pompano Beach, FL 33060


MANAGING MEMBER

MOREZANO INTERNATIONAL, INC.
C. Anthony Rumore, President
540 East McNab Road, Suite: C
Pompano Beach, FL 33060


MANAGING MEMBER

RIGHT ANGLES OF POMPANO, INC.
Jonathan P. Schroeder, President
540 East McNab Road, Suite: C
Pompano Beach, FL 33060