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CONE, PURCELL & FLANAGAN, P. A.

BUITE 1235
ONE ENTERPRISE CENTER
225 WATER STREET
JACKSONVILLE, FLORIDA 32202-4427

FRED M. CONE, JR.
THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
FRANK J. YONG
HARRIS L. BONNETTE, JR.
CLARENCE F. PHAZIER
OF COUNSEL

TELEPHONE
(904) 354-1235
TELECOMEN
(904) 354-1247

July 27, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

500001551925
-08/02/95--01054--008
****122.50 ****122.50

RE: 1st Call Monitoring Service, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for 1st Call Monitoring Service, Inc.

Please file the original of the Articles, and certify and return the copy to me. Enclosed is check number 10888 in the amount of \$122.50 computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL.... \$122.50

Thank you for your assistance. Please do not hesitate to contact me if you have any questions or require any additional information.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay

JLH/eb
Enclosures
c: Mr. William DeFeo

TALLAHASSEE, FLORIDA

95 AUG - 2 AM 11: 11

FILED

SN
8/3/95

EXHIBIT DATE
July 21, 1983

ARTICLES OF INCORPORATION
OF
1st CALL MONITORING SERVICE, INC.

FILED
21 AUG -2 AM 11:11
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be 1st Call Monitoring Service, Inc.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 630 West Hillsborough, Lake City, Florida 32056.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

William DeFeo
630 West Hillsborough
Lake City, Florida 32056

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

William DeFeo
630 West Hillsborough
Lake City, Florida 32056

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

William DeFeo
630 West Hillsborough
Lake City, Florida 32056

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article IX
Bylaws**

Section 2.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article X
Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 20th day of July, 1995.

William DeFEO
WILLIAM DeFEO

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

Int. Call Monitoring Service, Inc., desiring to organize or
qualify under the laws of the State of Florida hereby designates
William DeFEO as its registered agent to accept service of process
within the State of Florida and the address of its registered
office shall be 630 West Hillborough, Lake City, Florida 32056.

DATED this 21st day of July, 1995.

William DeFEO
WILLIAM DeFEO

Having been named as registered agent to accept service of
process for the above stated corporation, 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.

DATED this 21st day of July, 1995.

William DeFEO
WILLIAM DeFEO

TALLAHASSEE, FLORIDA
53 AUG -2 AM 11:12
FILED