

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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*Key Watch Security
Inc.*

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Signature _____

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**ARTICLES OF INCORPORATION
OF
KEY WATCH SECURITY, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is KEY WATCH SECURITY, INC., and its initial post office address and its principal office for conducting business is: 1155 Sarah Jean Circle, E-201, Naples, Florida 34110.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is WALTER GREMSE, and his address is 1155 Sarah Jean Circle, E-201, Naples, Florida 34110.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

WALTER T. GREMSE
1155 Sarah Jean Circle, E-201, Naples, Florida 34110

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter intend to acquire may not complete the transfer without first making it available

for purchase by the corporation and then to the remaining shareholders of the corporation, should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 18th day of September, 1997.

Walter T. Gremse
WALTER T. GREMSE
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of September, 1997, by WALTER T. GREMSE.

Cristal L. O'Conner
Notary Public - State of Florida

(SEAL)

Cristal L. O'Conner
Printed Name of Notary Public

PERSONALLY KNOWN
NO OATH TAKEN
NO I.D. REQUIRED

My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That KEY WATCH SECURITY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at KEY WATCH SECURITY, INC., has named WALTER T. GREMSE, located at 1155 Sarah Jean Circle, E-201, Naples, Florida 34110, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Walter T. Gremse
WALTER T. GREMSE

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of September, 1997, by WALTER T. GREMSE.

Cristal L. O'Conner
Notary Public - State of Florida

(SEAL)

Cristal L. O'Conner
Printed Name of Notary Public

PERSONALLY KNOWN
NO OATH TAKEN
NO I.D. REQUIRED

My Commission Expires:

