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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALARM PLUS II, INC.

AUDIT NUMBER.....H97000021062

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

ALARM PLUS II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of 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 MAILING ADDRESS

The name of the Corporation is ALARM PLUS II, INC.; and, the Corporation's initial mailing address is 7161 Taft Street, Hollywood, Florida 33024.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these *Articles*.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

This document prepared by:

Leonard Alan Sands, Esquire
Fla. Bar #257583
SANDS & MOSKOWITZ, P.A.
3225 Aviation Avenue, Suite 300
Coconut Grove, Florida 33133
Tel. (305) 285-1500

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**ARTICLES OF INCORPORATION
OF ALARM PLUS II, INC.**

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock, each share having a par value of One Dollar (\$ 1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 3225 Aviation Avenue, Suite 300, Coconut Grove, Florida 33133; and, the name of the initial Registered Agent of this Corporation at that address is **LEONARD A. SANDS**, Esquire.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as provided in the *Bylaws*; but, shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Mikhail Zalkind	7161 Taft Street Hollywood, Florida 33024
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Rostislav Zalkind	7161 Taft Street Hollywood, Florida 33024
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ARTICLE VII. SUBSCRIBER

The name and address of the Subscriber of these *Articles of Incorporation* is:

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ARTICLES OF INCORPORATION
OF ALARM PLUS II, INC.

Leonard A. Sands, Esquire, Suite 300, 3225 Aviation Avenue, Coconut Grove, Florida
33133.

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his *pro rata* share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which such shares are offered to others.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for the same, said stockholder or stockholders shall have the right to sell the stock so offered to whomever will purchase the stock for the same sum and price for which it was offered to the Board of directors.

ARTICLE IX. AMENDMENTS

These *Articles of Incorporation* may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting

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ARTICLES OF INCORPORATION
OF ALARM PLUS II, INC.

their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these *Articles of*
Incorporation this 22nd day of December, 1997.


LEONARD A. SANDS, Esquire

STATE OF FLORIDA:

ss:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this _____ day of
December, 1997, by LEONARD A. SANDS, Esquire, who is personally known to me to be
the person named and identified herein and who did not take an oath.

Notary Public
State of Florida

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ARTICLES OF INCORPORATION
OF ALARM PLUS II, INC.

ACCEPTANCE OF APPOINTMENT AS INITIAL REGISTERED AGENT

I, LEONARD A. SANDS, Esquire, having been named as REGISTERED AGENT to accept service of process for ALARM PLUS II, INC., at the place designated above, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Leonard A. Sands 12/22/97
LEONARD A. SANDS, Esquire, DATE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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