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August 17, 1999

Florida Department of State
Division of Corporations
Post Office Box #6327
Tallahassee, Florida 32314

~~40881~~ ~~09/03/99~~ ~~01022~~ ~~006~~
****78.75 ****78.75

Re: Incorporation of 3 R Lock Corporation

To Whom It May Concern:

~~600002978026~~ ~~08/03/99~~ ~~01022~~ ~~007~~
****75.00 ****75.00

Please be advised that the undersigned attorney represents the incorporators of 3 R Lock Corporation.

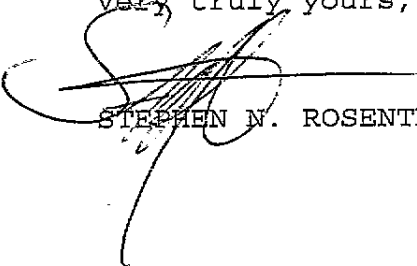
Pursuant to same, I am herewith enclosing an original and copy of my client's fully executed Articles of Incorporation which I would appreciate your filing.

I am also enclosing my check in the sum of \$75.00 as and for payment of your filing fee.

Upon the filing of these documents, I would also appreciate your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe SEP 03 1999

ARTICLES OF INCORPORATION

OF

3 R LOCK CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

3 R LOCK CORPORATION

ARTICLE II - PURPOSE

A. To carry on and engage in the business of manufacturing, developing, testing, distributing, importing and exporting of locks and lock devices, including but not limited to any and all acts necessary and/or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

Ten Thousand (10,000) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those

conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 300 South Point Drive, Unit 3901, Miami Beach, Florida.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Rolando Cabrera, and the Registered Office shall be located at: 1614 West Avenue, Apartment 503, Miami Beach, Florida 33139-4163, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they

so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ISRAEL RAMOS	President	300 So. Point Dr. Unit 3901 Miami Beach, Fl.
ROBERTO WANG	Treasurer/Secretary	1614 West Avenue Apartment 503 Miami Beach, Fl.
ROLANDO CABRERA	Vice President	1614 West Avenue Apartment 503 Miami Beach, Fl.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ISRAEL RAMOS	300 South Point Drive Unit 3901 Miami Beach, Fl.
ROBERTO WANG	1614 West Avenue Apartment 503 Miami Beach, Fl. 33139

ROLANDO CABRERA

1614 West Avenue
Apartment 503
Miami Beach, Fl. 33139

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
ISRAEL RAMOS		4,500	\$ 4,500.00
ROBERTO WANG		4,500	\$ 4,500.00
ROLANDO CABRERA		1,000	\$ 1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.


ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

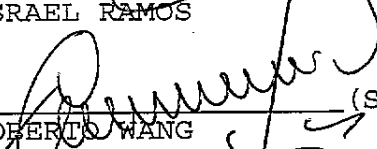
ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.


IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Dade County, Florida, this 10th day of ~~May~~ ^{Aug}, 1999.



ISRAEL RAMOS (SEAL)



ROBERTO WANG (SEAL)

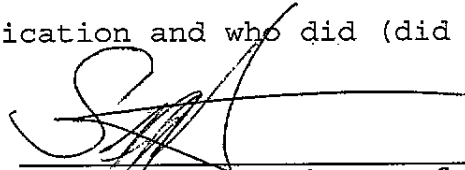


ROLANDO CABRERA (SEAL)

STATE OF FLORIDA)
) .SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10 day of Aug., 1999, ISRAEL RAMOS who is personally known to me and has produced his driver's license as

identification and who did (did not) take an oath; by ROBERT WANG, who is personally known to me and has produced his driver's license as identification and who did (did not) take an oath and ROLANDO CABRERA who is personally known to me and has produced his driver's license as identification and who did (did not) take an oath.



NOTARY PUBLIC, State of Florida at Large


My Commission Expires:



Stephen N Rosenthal
My Commission CC728649
Expires March 29, 2002

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of 3 R LOCK CORPORATION, and agree to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at:


_____, Registered Agent

FILED
99 SEP -3 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA