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April 25, 2001

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

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-04/26/01--01090--012
*****70.00 *****70.00

Re: Security Minders Technologies, Inc.

To whom it may concern:

In connection with the above referenced, enclosed please find Articles of Incorporation be filed, along with check No. 2964 payable to Secretary of State in the amount of \$70.00 to cover the filling fee.

If you have any questions or concerns regarding the above mentioned, please feel free to contact me at (305) 376-2426.

Very truly yours,

LEWIS R. COHEN, P.A.

ANNE SANCHEZ,
Paralegal

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FILED
01 APR 26 PM 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 27 2001

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ARTICLES OF INCORPORATION
OF
SECURITY MINDERS TECHNOLOGIES, INC.

FILED
01 APR 26 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, but not limited to development and sales of electronic products, telecommunications products, computer products, software and technology information.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall

be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

LEWIS R. COHEN, ESQ.
c/o Lewis R. Cohen, P.A.
1399 S.W. First Avenue
Suite 302
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

1399 S.W. First Avenue
Suite 302
Miami, Florida 33130

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the

Incorporator is:

Lewis R. Cohen
1399 S.W. First Avenue
Miami, Florida 33130

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing

Articles of Incorporation as of the 25 day of April, 2001.



Lewis R. Cohen

***CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

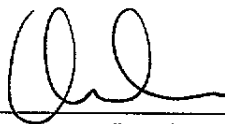
Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **Security Minders Technologies Inc.**, desiring to organize under the laws of the State of Florida, with its registered office at: 1399 S.W. First Avenue, Suite 302, Miami, Florida 33130, has named **Lewis R. Cohen, Esq.**, located at 1399 S.W. First Avenue, Suite 302, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and 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.



Lewis R. Cohen

FILED
01 APR 26 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA