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BRUCE R. ABERNETHY, JR., P.A.

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September 29, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****10.00 *****10.00

Re: Vac-Alert of Florida, L.C.

Dear Sir/Madam:

Enclosed for filing you will find the following:

1. Articles of Organization of Vac-Alert of Florida, L.C., a Florida Limited Liability Company.
2. Statement Designating Registered Agent and Office of McCarty Holdings, L.C.

Please file the Articles of Organization and return proof of filing, as well as a Certified Copy of Record to the undersigned at your earliest convenience. Our check in the amount of \$115.00 made payable to the Florida Division of Corporations is enclosed to cover the required filing fee (\$100.00 for filing Articles of Organization, \$25.00 for Registered Agent Designation, and \$30.00 for Certified Copy of Record).

If you have any questions or if additional information is required, please do not hesitate to call.

Thank you in advance for your cooperation and assistance.

Sincerely,

Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

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SL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2000

BRUCE R. ABERNETHY, JR.
900 VIRGINIA AVE
SUITE 6
FORT PIERCE, FL 34982

SUBJECT: VAC-ALERT OF FLORIDA, L.C.
Ref. Number: W00000024534

We have received your document for VAC-ALERT OF FLORIDA, L.C. and check(s) totaling \$115.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$10.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 300A00053482

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization

of

Vac-Alert Of Florida, L.C.

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I

Name

The name of the limited liability company is Vac-Alert Of Florida, L.C.

Article II

Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III

Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Vac-Alert Of Florida, L.C. is authorized to have outstanding is 800 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 80% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a

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transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Company is 1199 Egret Circle South, Jupiter, Florida 33458, and the name of its initial Registered Agent at such address is Jeffrey Rearick.

Article V **Principal Office**

The mailing address of the Company is Post Office Box 946, Safety Harbor, Florida 34695 and the street address of the principal office of the Company is 1199 Egret Circle South, Jupiter, Florida 33458.

Article VI **Organizer**

The name and address of the organizer is:

Protec Systems International, Inc.
P.O. Box 946
Safety Harbor, Florida 34695

Article VII **Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may

be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII **Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Managers of the Company, who shall serve as such until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name</u>
Member-Manager	George Pellington

Article IX **Indemnification**

The Company shall indemnify any Member, Member-Manager and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Member-Manager and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Member-Manager and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Member-Manager and/or Officer in the event of (i) a breach of such Member, Member-Manager and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Member-Manager and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which

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indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Member-Manager and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Member-Manager and/or Officer is proper in the circumstances because such Member, Member-Manager and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

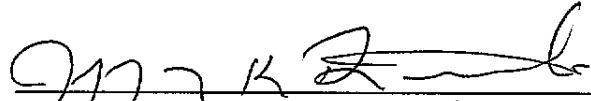
Article X Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Article XI Approval Of Compensation

No salary or other compensation shall be paid to any Officer of the Company for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Members' meeting by the record holders of at least 80% of the then-outstanding units of the Company.

The undersigned Organizer has executed this instrument on the date indicated below.



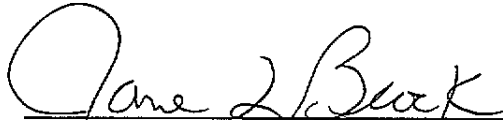
Protec Systems International, Inc.
Organizer

By: Jeffrey Rearick, President

Dated: September 29, 2000

State of Florida)
County of St. Lucie) ss.
County of St. Lucie)

The foregoing instrument was acknowledged before me this September 29, 2000 by Jeffrey Rearick, as president of Protec Systems International, Inc., a Florida Corporation.



(Seal, if any)

Notary Public in and for
said State

My commission expires on _____.



Jane L. Brock
MY COMMISSION # CC799916 EXPIRES
February 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

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

In accordance with the provisions of Chapter 48.091, Florida Statutes, VAC-ALERT OF FLORIDA, L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida with its principal office as indicated in the Articles of Organization in the City of Jupiter, County of Palm Beach, State of Florida, has named JEFFREY REARICK, whose address is 1199 Egret Circle South, Jupiter, FL 33458 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 9-29-2000

Jeffrey R Rearick
JEFFREY REARICK

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