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32790-0030

Jed Berman
Thomas V. Infantino

Patrick A. Raley

L02000027603

Date: 10/17/02

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****155.00 ****155.00

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

Re: Articles of Organization for Very Smart Security, L.L.C.


Dear Sir:

Enclosed are the following:

1. Articles of Organization for Very Smart Security, L.L.C. (two originals)
2. Infantino and Berman check in the amount of \$155.00.

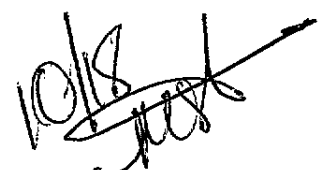
Please file the Articles of Organization and return a certified copy in the UPS overnight letter enclosed with this package.

Sincerely yours,


Thomas V. Infantino

TVI:jb
Enclosures

02 OCT 17 AM 9:27
TALLAHASSEE, FLORIDA

10/18


**ARTICLES OF ORGANIZATION
OF
VERY SMART SECURITY, L.L.C.**

The undersigned, pursuant to the Florida Limited Liability Company Act, does hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I

The name of the Limited Liability Company is:

VERY SMART SECURITY, LLC

ARTICLE II

The mailing address and the street address of the principal office of the company is Suite 10, 180 South Knowles Avenue, Winter Park, Florida 32789.

ARTICLE III

The company shall commence its existence on the date that these Articles of Organization are filed with the Florida Department of State. The company shall have perpetual existence, unless terminated as provided in Article IV hereof.

ARTICLE IV

The company shall be dissolved upon the unanimous agreement of all members. The company shall also be dissolved by the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; notwithstanding, upon such death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member, the other members then holding not less than a majority of the remaining percentage shares of interest of the company may consent to the continuance of the company's business.

ARTICLE V

No additional members may be admitted to the company except upon the unanimous written approval of the members, and upon such terms and conditions, including whether such additional member shall have management authority, as shall be established by members of the company holding not less than a majority of the percentage shares of interest in the company.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The company may be managed by a person who is not a member. The initial Chief Executive Manager shall be WILLIAM VAN BUSKRK, whose Florida business address is:

Suite 10, 180 South Knowles Avenue
Winter Park, Florida 32789

The member shall hold the exclusive voting interest in the company and the exclusive power to adopt, alter, amend, or repeal the regulations of the company and has the power to change the Chief Executive Manager at its sole discretion.

ARTICLE VII

The member of the company may enter into a membership and operating agreement to provide regulations for the affairs of the company, and other matters concerning the relative rights and obligations of the members; provided, however, that said operating agreement may not contravene these articles or the Florida Limited Liability Company Act.

ARTICLE VIII

A certificate of designation of registered agent/registered office for the company is attached hereto as Exhibit "A."

IN WITNESS WHEREOF the undersigned member of the company has executed these articles effective the 14th day of October, 2002.



William Van Buskrk, Authorized Person

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

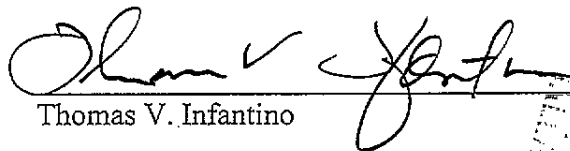
1. The name of the limited liability company is VERY SMART SECURITY, LLC
2. The name and the Florida street address of the registered agent is:

Thomas V. Infantino
Suite 7, 180 South Knowles Avenue
Winter Park, Florida 32789



William Van Buskirk, Authorized Person

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.



Thomas V. Infantino

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FLORIDA