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LIMITED LIABILITY COMPANY

Home Watch, L.L.C.

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ARTICLES OF ORGANIZATION
OF
HOME WATCH, L.L.C.

The undersigned organizer hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Home Watch, L.L.C.

ARTICLE II

Duration

The Company's existence shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

Landmark Building
401 South Lincoln Avenue
Clearwater, FL 33756

Phillip G. Day, Esq.
Trenam Kemker
PO Box 1102
Tampa, Florida 33601-1102
(813) 223-7474
Bar # 0056383

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ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 2244 Donato Drive, Belle Air Beach, FL 33786, and the initial registered agent of the Company at such office shall be Kenneth J. Lucci. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Business and Purposes

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

ARTICLE VI

Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company (the "Regulations").

ARTICLE VII

Continuation of Business

The members may, by majority vote or as otherwise provided in the Regulations, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

ARTICLE VIII

Management of Business

Unless otherwise provided in the Regulations, the business and affairs of the Company shall be managed by the managers.

ARTICLE IX

Initial Managers

The initial managers of the Company shall be the following persons or entities, such persons or entities to hold office until their successors have been duly elected and qualify. The name and street address of the initial managers are:

NameAddress

Kenneth J. Lucci

2244 Donato Drive
Belle Air Beach, FL 33786

ARTICLE X

Regulations

(a) The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company.

(b) The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

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 the Regulations, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Kenneth J. Lucci, Member

HOME WATCH, L.L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 14th day of January, 1999.

Kenneth J. Lucci
Kenneth J. Lucci

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TALLAHASSEE, FLORIDA

HOME WATCH, L.L.C.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as a member of Home Watch, L.L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company has at least two (2) members.
2. The total amount of cash contributed by the members is \$100,000.
3. The total amount of property other than cash being contributed by the members is \$25,000.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$100,000.

DATED this 14th day of January 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Kenneth J. Lucci
Kenneth J. Lucci, Member

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EXHIBIT
TO
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The total amount of property other than cash being contributed by the members, in the amount of \$25,000, consists of one automobile, automobile accessories and two personal computers.

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