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FLORIDA NON-PROFIT CORPORATION

Watch Dog, U.S.A., Inc.

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ARTICLES OF INCORPORATION
 OF
 WATCH DOG, U.S.A., INC.

The undersigned, acting as the Incorporator of the Watch Dog, U.S.A., Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, submits the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be WATCH DOG, U.S.A., INC. (the "Corporation")

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be:

4302 Ingraham Highway
 Miami, Florida 33133

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of such purposes, the Corporation shall be authorized:

Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities, specifically to provide educational resources for citizens, government, media and business relating to civic and intergovernmental actions.

(b) To receive and maintain personal or real property, or both, and, subject to the restrictions and limitations in these Articles, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3).

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation, and to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(d) To establish an office and related facilities and to employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of an deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any

such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed, and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Chapter 617 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI DIRECTORS

Subject to the powers reserved to the members in the bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors shall not be less than three and shall have a maximum number as provided in the bylaws.

The names and addresses of the initial directors are as follows:

Don Ricker
c/o 4302 Ingraham Highway
Miami, Florida 33133

Carole King
c/o 4302 Ingraham Highway
Miami, Florida 33133

Linda E. Ricker
c/o 4302 Ingraham Highway
Miami, Florida 33133

The terms for which the directors shall serve, and the method by which the directors are to be elected, shall be stated in the bylaws.

ARTICLE VII
DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. The Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties. In the event of a settlement before entry of judgment, this indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE VIII
CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable

purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942; shall not engage in any act of self-dealing as defined in Section 4941(d); shall not retain any excess business holdings as defined in Section 4943(c); shall not make any investments in such manner as to subject it to tax under Section 4944; and shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE IX DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X
AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with and subject to the provisions of the bylaws.


ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the directors, in accordance with and subject to the provisions of the bylaws.

ARTICLE XII
REGISTERED AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131. The name of the initial registered agent of the corporation at that address, who is authorized to receive service of process is Intrastate Registered Agent Corporation

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 2nd day of October, 2000.


Lori Weems, Esq., Incorporator
701 Brickell Ave., Suite 3000
Miami, Florida 33130

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

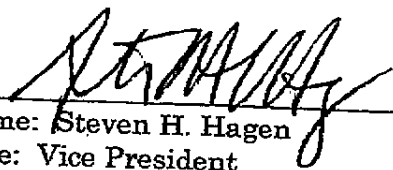
That Watch Dog, U.S.A., Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33130, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 2nd day of October, 2000.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

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