

JAMES A. HORLAND

PENTHOUSE 4 • CITICENTRE
290 N.W. 165TH STREET
MIAMI, FLORIDA 33169

TELECOPIER
(305) 940-3526

TELEPHONE
(305) 945-7800

N98000000 3915

June 29, 1998

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 323299

900002579829--0
-07/06/98--01001--009
*****70.00 *****70.00

In re: Childwatch U.S.A., Inc.

To Whom It May Concern:

Enclosed you will find the following:

1. Original and one copy of Articles of Incorporation for the captioned corporation.
2. Check in the amount of \$70.00 payable to the Department of State for filing fee (\$35.00) and Designation of Registered Agent (\$35.00).

Please return one stamped-in copy (not certified) of the Articles of Incorporation in the stamped pre-addressed envelope enclosed herewith.

Thank you.

Very truly yours,


James A. Horland

JAH/lhr
encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 8:05

W98-14982
SD 7/7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 8:05

**ARTICLES OF INCORPORATION
OF
CHILD WATCH, U.S.A., INC.**

ARTICLE I. NAME:

The name of the corporation shall be:

CHILD WATCH, U.S.A., INC.

ARTICLE II. PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation is:

777 South State Road 7
Margate, FL 33068

ARTICLE III. PURPOSE:

The specific purpose(s) for which the corporation is organized is:

Any lawful purpose or purposes not for pecuniary profit and
not prohibited to corporations under any laws of the State of
Florida.

ARTICLE IV. MANNER OF ELECTING DIRECTORS:

The manner in which the directors are elected or appointed is:

As stated in the corporation's bylaws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS:

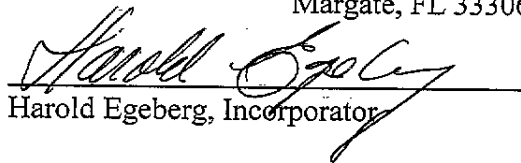
The name and Florida address of the initial registered agent are:

Harold Egeberg
777 South State Road 7
Margate, FL 33068

ARTICLE VI. INCORPORATOR:

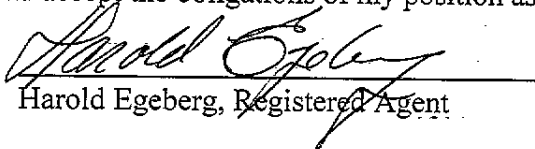
The name and address of the Incorporator to these Articles of Incorporation are:

Harold Egeberg
777 South State Road 7
Margate, FL 333068.


Harold Egeberg, Incorporator

Dated: June 29, 1998.

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.


Harold Egeberg, Registered Agent

Dated: June 29, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 8:05