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Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**DEBESA TECHNOLOGIES SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS  
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B. McKnight APR 04 2000

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ARTICLES OF INCORPORATION

OF

DEBESA TECHNOLOGIES SYSTEMS, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,—privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

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ARTICLE I

The name of the Corporation shall be: DEBESA TECHNOLOGIES SYSTEMS, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of several video security programs as well as alarms for its program components, etc. and all other lawfull activities of business permitted under the laws of the --- State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 at \$1.00 each.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be: 1460 West Flagler Street, Miami, Florida 33135.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation in the State of Florida is: Carmen L. Debesa 9429 S.W. 154 Place, Miami Florida 33196.

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ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as follows:

NAME	OFFICE	ADDRESS
Serafin Debesa	President	9429 S.W. 154 Place Miami, Florida 33196.
Carmen L. Debesa	Secretary	9429 S.W. 154 Place Miami, Florida 33196.

ARTICLE X

Distribution to incorporators is as follows:

Serafin Debesa	No shares issued	Remains in Treasury
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 100% of all votes will be necessary and thirty days notice, shall be provided.

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ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 8th Day of March, 2,000.

  
Serafin Debesa - Incorporator


STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared SERAFIN DEBESA -----

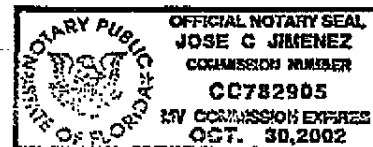
who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 8th Day of March, 2000.

Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)  
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT - REGISTERED OFFICE



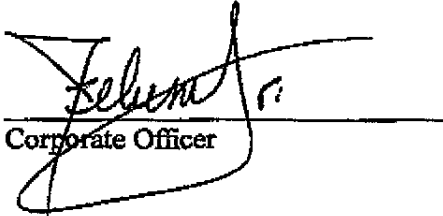
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

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The name of the Corporation is DEBESA TECHNOLOGIES SYSTEMS, INC.

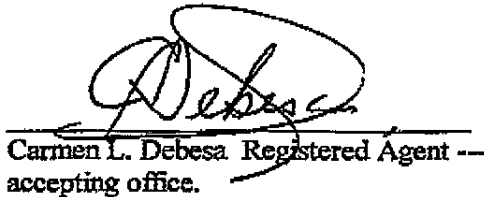
The name and address of the Registered Agent and office is CARMEN L. DEBESA  
9429 S.W. 154 Place, Miami, Florida 33196.

  
Corporate Officer

Title: President

Date: March 8th, 2000.

Having been named to accept service of process for the above stated --  
Corporation, at the place designated in this certificate, I hereby agree to  
act in this capacity, and further agree, to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties  
and accept the duties and obligations of Section 607.325, Florida Statutes.

  
Carmen L. Debesa Registered Agent --  
accepting office.

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