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EFFECTIVE DATE

6-5-00

FILED
00 JUN - 1 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

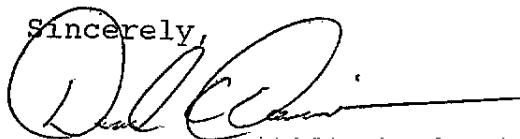
Re: Articles of Incorporation of CRITICOM NETWORKS, INC.

Ladies or Gentlemen:

Enclosed please find the Articles of Incorporation for CRITICOM NETWORKS, INC. I would like the effective date of the corporation to be June 5, 2000. Enclosed you will also find a check in the amount of \$78.75 for the filing fee and acknowledgement.

Thank you for your assistance in this matter.

Sincerely,



Donald C. Davidson

F. 6-24-00

JUN 9 2000

ARTICLES OF INCORPORATION

OF

CRITICOM NETWORKS, INC.

EFFECTIVE DATE

6-5-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CRITICOM NETWORKS, INC.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to engage in any lawful business or purpose whatever for which corporation may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE III - EFFECTIVE DATE

The effective date of this corporation will be June 5, 2000.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not to be less than Three Hundred and No/100ths Dollars (\$300.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial principal place of business of this corporation in the State of Florida is 2544 Northfield Lane, Clearwater, Florida 33761, and has a post office address of the same.

ARTICLE VIII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have two Directors, initially. The name and address of the initial members of the Board of Directors are:

Donald C. Davidson
Director

2544 Northfield Lane
Clearwater, FL 33761

Stephen T. Madden
Director

P. O. Box 579
Port Richey, FL 34673

ARTICLE IX - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald C. Davidson
President / Treasurer

2544 Northfield Lane
Clearwater, FL 33761

Stephen T. Madden
Vice President / Secretary

P. O. Box 579
Port Richey, FL 34673

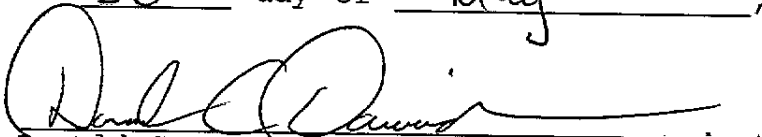
ARTICLE X - AMENDMENT

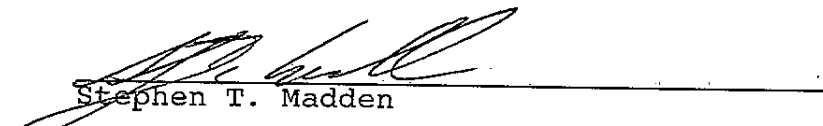
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

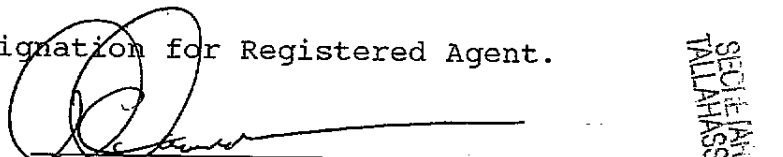
The Registered Agent for service of process shall be Donald C. Davidson, who address is 2544 Northfield Lane, Clearwater, Florida 33761.

IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 30th day of May, 2000.


Donald C. Davidson


Stephen T. Madden

I hereby accept the designation for Registered Agent.


Donald C. Davidson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN - 1 AM 7:43

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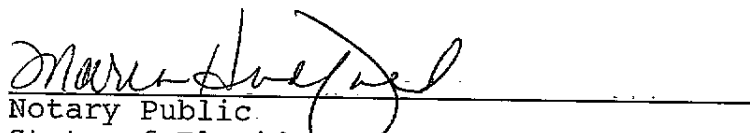
State of Florida

County of Pasco

Personally appeared before me this 30th day of May, 2000, Donald C. Davidson, who is personally known to me or who has produced FL DL# D132-183-61-422-0 as identification.



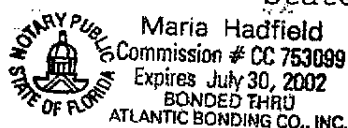
SEAL


Notary Public
State of Florida

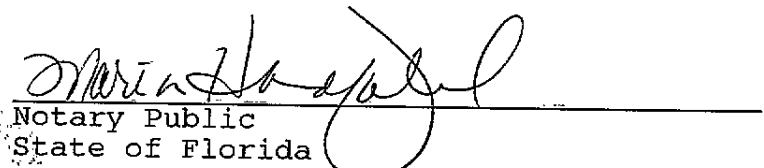
State of Florida

County of Pasco

Personally appeared before me this 30th day of May, 2000, Stephen T. Madden, who is personally known to me or who has produced FL DL# N350-79850-046-0 as identification.



SEAL


Notary Public
State of Florida