

P00000113235

TRANSMITTAL LETTER

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

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-12/05/00--01118--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: WIRELESS ALARMS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

RODDY BROWN

Name (Printed or typed)

1501 DECKER AVE.

Address

STUART FL 34994

City, State & Zip

561-260-7031

Daytime Telephone number

FILED  
00 DEC -5 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

NOTE: Please provide the original and one copy of the articles.

12-11  
11/2/00

ARTICLES OF INCORPORATION  
OF  
WIRELESS ALARMS, INC.

FILED  
00 DEC -5 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is: WIRELESS ALARMS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

A. The sale and marketing of pool alarms, the employment of employees and all acts necessary to carry out same.

B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or too issue in exchange therefore its own securities or too use its unrestricted or unreserved earned surplus

for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation, specifically including the right to register and do business under fictitious names.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV – STOCK

The aggregate number of shares, which this corporation shall have authority to issue, is 7500 shares of Class A common voting stock at \$1.00 per value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issues shall be the stated capital of the corporation at any particular time. To the extent of the

par value of such shares, and the excess, if any, of consideration received for such shares, it shall constitute capital surplus.

#### ARTICLE V – AMENDMENT

This Article of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI – SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishments of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII – INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business and mailing address is 1501 Decker Avenue, Stuart, Florida 34994, and its initial Registered Agent is RODDY BROWN at 1501 Decker Avenue, Stuart, Florida 34994.

#### ARTICLE VIII – DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of shareholders, or until his successor is elected and qualify, is:

RODDY BROWN  
1202 SE Naples Lane  
Port St. Lucie, FL 34952

#### ARTICLE IX – INCORPORATORS

The names and addresses of the incorporator is:

RODDY BROWN  
1202 SE Naples Lane  
Port St. Lucie, FL 34952

#### ARTICLE X – COMMON DIRECTORS – TRANSACTIONS BETWEEN CORPORATIONS

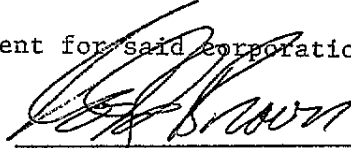
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

I accept the appointment of Registered Agent for said corporation.



RODDY BROWN,  
INCORPORATOR / REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing, Articles of Incorporation were acknowledged before me this 22<sup>nd</sup> day of November, 2000, by RODDY BROWN who produced Driver License as identification.

  
NOTARY PUBLIC