

**Electronic Articles of Incorporation
For**

**P02000037417
FILED
April 05, 2002
Sec. Of State**

GRYPHON GROUP SECURITY SOLUTIONS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

GRYPHON GROUP SECURITY SOLUTIONS, INC.

Article II

The principal place of business address:

4450 W. EAU GALLIE BLVD.
STE. 280
MELBOURNE, FL. 32934

The mailing address of the corporation is:

P. O. BOX 411269
MELBOURNE, FL. 32941

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

7,500,000

Article V

The name and Florida street address of the registered agent is:

MARSHALL D DAVIS
233 E. BAY ST.
STE. 620
JACKSONVILLE, FL. 32202

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MARSHALL D. DAVIS

Article VI

The name and address of the incorporator is:

MARSHALL D. DAVIS
233 EAST BAY ST.
STE. 620
JACKSONVILLE, FL 32202

Incorporator Signature: MARSHALL D. DAVIS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
MICHAEL K VADEN
P. O. BOX 411269
MELBOURNE, FL. 32941

Article VIII

The corporation is authorized to issue 3,750,000 shares of \$.001 par value common stock and 3,750,000 shares of \$.001 par value preferred stock. The Board of Directors shall have the right to determine, in whole or in part, the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class, or one or more series within a class before the issuance of shares of that series.

Article IX

Ownership of stock shall not be required to make any person eligible to hold office, either as an officer or director of this corporation.

The stockholders may, by bylaw provision, or by stockholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article X

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) this it was in the interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any bylaws, agreement, by vote of the shareholders, or otherwise.

Article XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law.

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be repealed or amended from time-to-time by either the stockholders or directors, but the directors may not alter, repeal, or amend any bylaws adopted by the stockholders if the stockholders specifically provide such bylaw not be subject to amendment or repeal by the directors.