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FLORIDA PROFIT CORPORATION OR P.A.

THE MONITORING CENTER USA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
THE MONITORING CENTER USA, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: THE MONITORING CENTER USA, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2393 Appaloosa Trail, Wellington, FL 33414.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ADAM J. REISS, ESQ., FL BAR #0182702
Adorno & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Forty Million (40,000,000) shares of common stock, par value \$.0001 per share, and Ten Million (10,000,000) shares of preferred stock, par value \$.0001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Gino DiGioacchino, 2393 Appaloosa Trail, Wellington, FL 33414.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial directors of this Corporation are:

Gino DiGioacchino	2393 Appaloosa Trail, Wellington, FL 33414
Walter Matecevic	2393 Appaloosa Trail, Wellington, FL 33414
Edward Green	2393 Appaloosa Trail, Wellington, FL 33414

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John Allen

4901 N.W. 17 Way, Ft. Lauderdale, FL 33309

The persons named as initial directors shall hold office for the first year of existence of this Corporation; or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Gino DiGloacchino, 2393 Appaloosa Trail, Wellington, FL 33414.

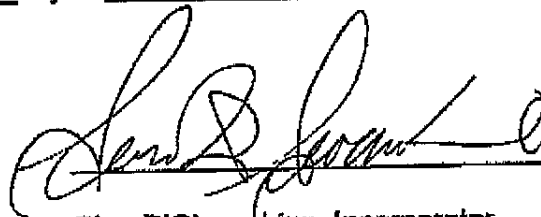
ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 22 day of August 2002.



Gino DiGloacchino, Incorporator

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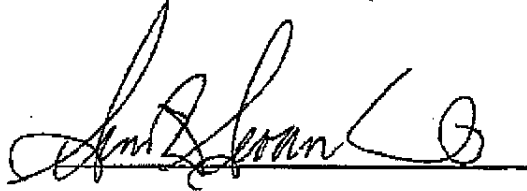
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

THE MONITORING CENTER USA, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2393 Appaloosa Trail, Wellington, FL 33414, has named Gino DiGiacchino, 2393 Appaloosa Trail, Wellington, FL 33414, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Gino DiGiacchino

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