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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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OF COUNSEL:
PAUL J. NICOLETTI, P.A.
BLOCK & COLUCCI, P.C.
LAW OFFICES OF LAWRENCE W. DUFFY

October 24, 2002

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

Re: Security Management Network, Inc.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee and registered agent designation fee. Please send a date stamped copy back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,


Regina Holley

Legal Assistant to M. Chris Edwards, Esq.

rah:enc.

**ARTICLES OF INCORPORATION
OF
SECURITY MANAGEMENT NETWORK, INC.**

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ARTICLE I

Name

The name of the corporation shall be SECURITY MANAGEMENT NETWORK, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 20,000,000 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 477 South Rosemary Avenue, Suite 310, West Palm Beach FL 33401, and the name of the initial registered agent of this corporation at such office is Jerry A. Somma, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 477 South Rosemary Avenue, Suite 310, West Palm Beach FL 33401.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws.

ARTICLE IX

Incorporator

The name and address of the person signing these Articles of Incorporation is:

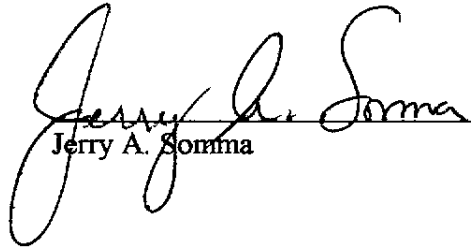
Jerry A. Somma
477 South Rosemary Avenue, Suite 310
West Palm Beach, FL 33401

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

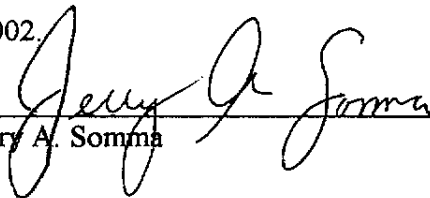
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 24 day of Oct., 2002.


Jerry A. Somma

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SECURITY MANAGEMENT NETWORK, INC. at the place designated in the articles of incorporation, Jerry A. Somma, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 24 day of Oct., 2002.


Jerry A. Somma

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