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STATE OF NEW YORK
DIVISION OF CORPORATIONS
03 JAN -6 PM 2:17

SMITH JAN 08 2003

602-34689

LAW OFFICES
CHARLES A. MURRAY, P.A.
1300 THIRD STREET SOUTH, SUITE 302B
NAPLES, FLORIDA 34102

ADMITTED TO PRACTICE
FLORIDA, MARYLAND &
DISTRICT OF COLUMBIA

TELEPHONE (239) 649-7773
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TOLL FREE (866) 349-7486

2 January 2003

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Home Watch of Naples, Inc.
Articles of Incorporation

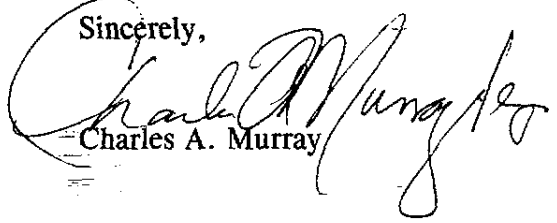
Dear Sir or Madam:

Pursuant to your request, please find enclosed with this letter the following:

1. An original and one copy of Articles of Incorporation for Home Watch of Naples, Inc.;
2. An original and one copy of the Designation and Acceptance of Registered Agent; and
3. A copy of your correspondence to me denying my use of the name of Home Watch, Inc.

Thank you for your kind attention to the filing of these Articles.

Sincerely,


Charles A. Murray

CAM:lgk
Enclosures as stated



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 11, 2002

CHARLES A. MURRAY, P.A.
1300 3 ST S STE 302B
NAPLES, FL 34102

SUBJECT: HOME WATCH, INC.
Ref. Number: W02000034689

We have received your document for HOME WATCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 302A00065510

01/01/03
DATE

ARTICLES OF INCORPORATION
OF
HOME WATCH OF NAPLES, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN - 6 PM 2:11 PM

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation shall be HOME WATCH OF NAPLES, INC. The effective date for the corporation shall be January 1, 2003.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office and mailing address of the Corporation is HOME WATCH OF NAPLES, INC., 6205 Wilshire Pines Circle, Unit #202, Naples, 34109, Collier County, State of Florida. The initial registered agent is Charles A. Murray, Esquire, 1300 Third Street South, Suite #302-B, Naples, Florida, 34102.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purposes for which this Corporation is organized is to engage in business ventures of all kinds and to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue and have outstanding at any time is one thousand (1,000), with a par value of \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters upon which shareholders have the right to vote.

Section 2. Pre-emptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

ARTICLE VIII. INTERESTED DIRECTORS.

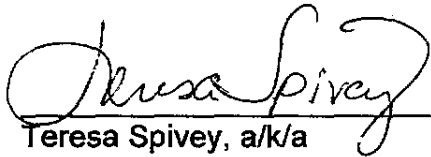
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:

Name: Teresa Spivey
Address: 6205 Wilshire Pines Circle
#202
Naples, FL 34109

In Witness Whereof, the undersigned has hereunto set her hand this 4th day of December, 2002.

A handwritten signature in cursive script that reads "Teresa Spivey". The signature is written over a horizontal line.

Teresa Spivey, a/k/a
Teresa D. Humphreys

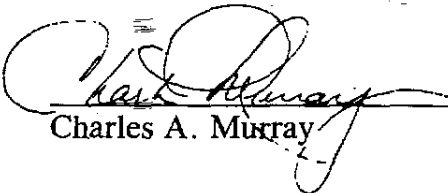
CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office / registered agent, in the State of Florida.

1. The name of the corporation is: Home Watch of Naples, Inc.
2. The name of the registered agent is: Charles A. Murray
3. The address of the registered agent is: 1300 Third Street South, Suite #302-B
Naples, FL 34103

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 2 January 2003



Charles A. Murray

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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