Division of Corporations



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Division of Corporations

Fax Number : (850)205-0381

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Account Name : PIPER MARBURY RUDNICK & WOLFE

Account Number : 076424002364 Phone : (813)229-2111 Fax Number : (813)229-1447

DOMESTICATION

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JP SURVEILLANCE AGENCY INC.

| Certificate of Status | 0 |
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| Certified Copy | |
| Page Count | 03 |
| Estimated Charge | \$128.75 |

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NALLAN SESTELLORDA

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CERTIFICATE OF DOMESTICATION

| The undersigned, James Ell | ison | President | | • |
|--|--|--|-------------------|------------------|
| ************************************** | (Name) | (Title) | | . . , |
| of _JP Surveillance Agency | | a for | eign Corporatio | n, |
| (Corpo in accordance with F.S., 607.1 | ration Name) 801 does hereby certify: | | | |
| 1. The date on which corpora | tion was first formed is <u>Ju</u> | ily 29, 1999 | | ↑ |
| 2. The jurisdiction where the came into being isWasl | | vas first formed, incorpora | ited, or otherwis | |
| The name of the corporation is JP Surveillance Ager | on immediately prior to the | filing of this Certificate or | | |
| 4. The name of the corporations. 607.0202 and 607.0401 | on, as set forth in its articles with this certificate is JP | * | • | - |
| prior to the filing of the Co | oration, or any other equiva | ent thereto under applicates Section 4. | le law immedia | 33 |
| 6. Attached are Florida articl to s. 607.1801. | es of incorporation to comp | lete the domestication req | uirements pursu | ant |
| I am President , of | JP Suirveillance Agend | ey, Inc. | | - - |
| and am authorized to sign this | certificate of Domestication | o on behalf of the corpora | tion and have do | me |
| so this the 14 day of Apri | | | 2003 | • |
| , \ | ims Elliso | > | | |
| | (Authorized Sign | | | |
| | | | SECIE | 03 A |
| | Filing Fee: | | FIRE | 爱工 |
| | e of Domestication | \$50.00 | نخر حرث | 29 |
| | f Incorporation and Certi omesticate and file | fied Copy <u>\$78.75</u> \$128.75 | 1316 · | |
| | | 74-0010 | | <u>ф</u> |
| INHS53 (9/02) | | | ₽mi | |

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ARTICLES OF INCORPORATION OF JP SURVEILLANCE AGENCY, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I. Name

The name of the Corporation is JP Surveillance Agency, Inc.

II. Term of Existence

The Corporation will have perpetual existence.

III.
Principal Office

The principal office and mailing address of the Corporation is 4121 Bee Ridge Road, Sarasota, Florida 34233.

IV. Capital Stock

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

V. Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

VI. Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

James P. Ellison

4121 Bee Ridge Road Sarasota, Florida 34233

VII. Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any

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affiliated transactions involving the Corporation.

VIII. Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IX. Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

X. Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XI. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April ______, 2003.

James Ellison, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: April ____, 2003.

David A. Beyer

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