

P04000055308

Florida Department of State

Division of Corporations

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From:

Account Name : MICHAEL J. FREEMAN, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Security Associates Group Inc.

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9/3/31

Security Associates Group - North America, Inc.
1150 N.W. 72nd Avenue
Suite 740
Miami, FL 33126

March 29, 2004

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

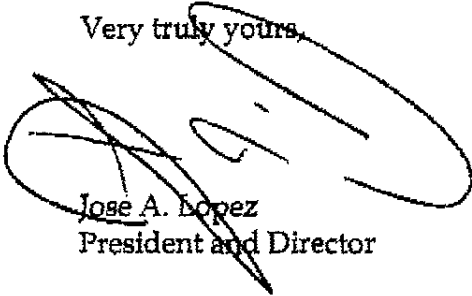
RE: Authorization of Corporation Name

Gentlemen:

I, Jose Lopez, as President and Director of Security Associates Group - North America, Inc., a Florida corporation, assigned document number P98000006168.

I authorize the use of the name Security Associates Group Inc. to be used in the formation in a new corporation.

Very truly yours,



Jose A. Lopez
President and Director

ARTICLES OF INCORPORATION
OF
SECURITY ASSOCIATES GROUP INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: SECURITY ASSOCIATES GROUP INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The initial place of business for this corporation is 1150 N.W. 72nd Avenue, Suite 740, Miami, Florida 33126.

ARTICLE V

The mailing address of this corporation is 1150 N.W. 72nd Avenue, Suite 740, Miami, Florida 33126.

ARTICLE VI

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Jose A. Lopez
1150 N.W. 72nd Avenue
Miami, Florida 33126

ARTICLE IX

The name and post office address of the initial directors of this corporation are:

Jose A. Lopez
1150 N.W. 72nd Avenue
Miami, Florida 33126

Ida R. Lopez
1150 N.W. 72nd Avenue
Miami, Florida 33126

ARTICLE X

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a

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director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by his/her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

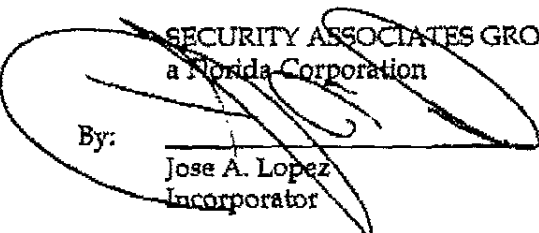
The name and address of the person signing these Articles is as follows:

Jose A. Lopez
1150 N.W. 72nd Avenue
Miami, Florida 33126

ARTICLE XII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida this 29th day of March 2004.

By:  SECURITY ASSOCIATES GROUP INC.,
a Florida Corporation
Jose A. Lopez
Incorporator

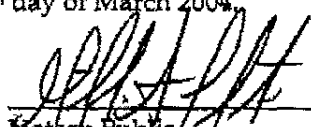
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Jose A. Lopez with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 29th day of March 2004.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, SECURITY ASSOCIATES GROUP INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE A. LOPEZ, LOCATED AT 1150 N.W. 72nd AVENUE, SUITE 740, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECURITY ASSOCIATES GROUP INC.,
a Florida Corporation

By: 

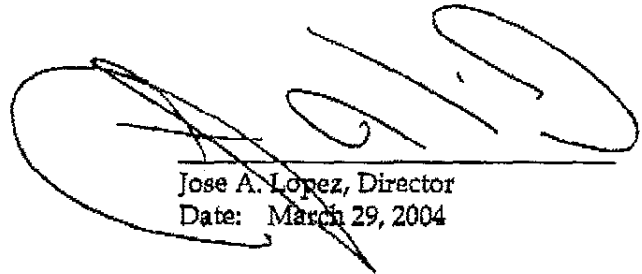
Jose A. Lopez, Director

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ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Jose A. Lopez, Director
Date: March 29, 2004

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