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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**USA Keyless Entry Systems, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
USA KEYLESS ENTRY SYSTEMS, INC.**

**ARTICLE I - NAME**

The name of the corporation is USA Keyless Entry Systems, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The address of the principal office of the Corporation is 3445 Old Moultrie Road, St. Augustine, Florida 32086 and the mailing address of the Corporation is Post Office Box 860358, St. Augustine, Florida 32086.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1301 Riverplace Boulevard, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is Donald W. Wallis.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be four and the names and addresses of such persons who are to serve as members thereof are:

NAME	ADDRESS
James Kelly Hicks	3445 Old Moultrie Road St. Augustine, Florida 32086
Shawna C. Hicks	3445 Old Moultrie Road St. Augustine, Florida 32086
James W. Hicks	3445 Old Moultrie Road St. Augustine, Florida 32086
James D. Edwards, Sr.	3445 Old Moultrie Road St. Augustine, Florida 32086

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**ARTICLE VI - INCORPORATOR**

The name and address of the Incorporator are Donald W. Wallis, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE VII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of December, 2007.

  
\_\_\_\_\_  
Donald W. Wallis - Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is USA Keyless Entry Systems, Inc.
2. The name and address of the registered agent and office are Donald W. Wallis, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

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.



Donald W. Wallis - Registered Agent

Date: December 3, 2007

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