

P95000005933

JOHN S. BALL
TODD L. BRADLEY
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JOHN E. LAWLOR, III
MICHAEL R. LEAS
MARY A. ROBISON
CLAY D. TOUSEY, JR.

1 INDEPENDENT DRIVE, SUITE 2600
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 355-2600 FAX (904) 355-0233

PLEASE REPLY TO
JACKSONVILLE OFFICE

SUITE 150 A
4 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2601

January 18, 1995

EFFECTIVE DATE

Division of Corporations
Corporate Records Bureau
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100001384511
-01/19/95--01078 -001
***122.50 ***122.50

Re: Articles of Incorporation of
Scott Alarm Financial Enterprises Funding, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Scott Alarm Financial Enterprises Funding, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please certify the enclosed copy of the Articles and return it to me at your earliest convenience. Thank you for your assistance.

Sincerely,

Hilde V. Howell

Hilde V. Howell
Legal Secretary

/hh
Enclosures
h/38615

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 AM 10:26

KAN 1-24

95 JAN 19 AM 10:26

EFFECTIVE DATE
1-17-95

ARTICLES OF INCORPORATION
OF

SCOTT ALARM FINANCIAL ENTERPRISES FUNDING, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SCOTT ALARM FINANCIAL ENTERPRISES FUNDING, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, and the mailing address of the corporation is, 8381 Dix Ellis Trail, Suite 107, Jacksonville, Florida 32256.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued

(whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mary A. Robison.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Mary A. Robison	1 Independent Drive, Suite 2600 Jacksonville, Florida 32202
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ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by unanimous vote of the shareholders.

(b) Initial Board of Directors. The names and addresses of the directors until the first annual meeting of the shareholders, are as follows:

Bruce Scott	3362 State Road 13 Switzerland, Florida 32259
Debra Scott	3362 State Road 13 Switzerland, Florida 32259

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to

fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

(e) Removal. Directors may be removed only for cause.

(f) Vacancies on Board. Vacancies on the board of directors may only be filled by the shareholders.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by unanimous vote of either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: AMENDMENT

These Articles may only be amended by unanimous vote of the shareholders.

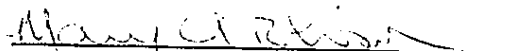
ARTICLE IX: DISSOLUTION

This corporation may only be dissolved by unanimous vote of the shareholders.

ARTICLE X: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 11th day of January, 1995.


MARY A. ROBISON

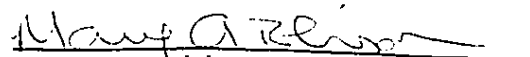
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That SCOTT ALARM FINANCIAL ENTERPRISES FUNDING, INC., desiring to organize under the laws of the State of Florida with its principal office to be in the State of Florida, has named Mary A. Robison, located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Mary A. Robison
(Resident Agent)

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FISHER, LOUSEY, LEAS & BALL
ATTORNEYS AT LAW
1 INDEPENDENT DRIVE, SUITE 2600
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 356-2600 • FAX (904) 355-0233

JOHN S. BALL
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JENNIFER R. JUNKER
JOHN E. LAWLOR, III
MICHAEL R. LEAS
MARY A. ROBISON
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:
JACKSONVILLE OFFICE

SUITE 150 A
4 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2600

FILED
96 FEB -5 PM 12:22
CLERK OF STATE
TALLAHASSEE FLORIDA

February 1, 1996

400001707104
-02/06/96--01025--007
*****87.50 *****87.50

Division of Corporations
Corporate Records Bureau
Amendments Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Scott Alarm Financial Enterprises Funding, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Amendment for Scott Alarm Financial Enterprises Funding, Inc. Also enclosed is this firm's check made payable to the Secretary of State of Florida in the amount of \$87.50 in payment of the \$35.00 filing fee required for this document and the \$52.50 fee for furnishing a certified copy thereof.

Please certify the enclosed copy of the Articles of Amendment and return it to me at your earliest convenience. Thank you for your assistance in this matter.

Sincerely,

Hilde V. Howell
Hilde V. Howell
Legal Secretary

/hh
Enclosures
h/56736

VS FEB 7 1996

N/c

VS FEB 1 1996

ARTICLES OF AMENDMENT

OF

SCOTT ALARM FINANCIAL ENTERPRISES FUNDING, INC.

FILED
96 FEB -5 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Article I of the Articles of Incorporation of Scott Alarm Financial Enterprises Funding, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:


ARTICLE I: NAME

The name of this corporation shall be SCOTT HOLDINGS, INC.

2. The foregoing amendment was adopted by all of the directors and shareholders of the corporation on the 23rd day of January, 1996.

3. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida, and upon that date, the corporation shall begin to use the name as provided in Article I, as hereby amended.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment this 23rd day of January, 1996.


Bruce Scott, President

P9500005933

JAMES L. ADE
LYNDA R. AYCOCK
W. D. BIRCHFIELD
TIMOTHY A. BURLINCH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODREAD, JR.
STEPHEN D. WALKER

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 66
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 364-2060
TELECOPIER (904) 364-8842

SHARON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSTON
WILHELMINA F. KIGHTLINER
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT C. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT S. SCHLESBERG
BART L. WILKINSON
JAMES L. JOHNSON (1942-1998)

November 26, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Scott Holdings, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of fully executed Articles of Incorporation and the Articles of Amendment of the above-referenced corporation, along with our firm check in the amount of \$157.50 (\$122.50 for filing fees and \$35.00 for fees related to amending the previous articles) made payable to the Secretary of State, State of Florida. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

Please note that the companies are related. The original Scott Holdings has changed its name to Signs Just In Time, Inc., so the new corporation, Scott Holdings, may be formed.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

Daniel B. Nunn, Jr.

DBN/hw
Enclosures

Name	Availability	12/11/96
Document	Examine	DBH
Cost		DBH
Fee		DBH
Agent		DBH
W.P.V.		DBH

C. TAX	
FILING	35
R. AGENT FEE	
C. COPY	
TOTAL	35
N. NAME	
BALANCE DUE	
REFUND	

RECEIVED
96 DEC -2 AM 9:01
DIVISION OF CORPORATIONS

FILED
DEC -2 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500002031065--7
-12/17/96--01101-015
****157.50 ****35.00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCOTT HOLDINGS, INC.**

FILED
96 DEC -2 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Scott Holdings, Inc.
2. Article I of the Articles of Incorporation of Scott Holdings, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

The name of this corporation is:

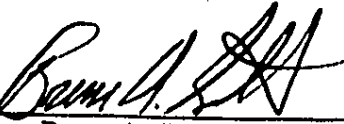
SIGNS JUST IN TIME, INC.

3. The foregoing amendment was recommended by the sole member of the Board of Directors of the corporation and was adopted on November 21, 1996 by unanimous written consent by the sole shareholder entitled to vote and the sole member of the Board of Directors of the corporation, pursuant to Section 607.1003, Florida Statutes (1995). The number of votes cast for the amendment by the holders of the voting common stock of the corporation, the only voting group entitled to vote on the amendment, was sufficient for the approval of the amendment.

4. The foregoing amendment shall become effective upon the date of filing of these Articles of Amendment with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 21 day of November, 1996.

SCOTT HOLDINGS, INC.

By: 
Bruce A. Scott
Its President