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*Law Offices Of
Ehrlich and Samis
4699 Central Avenue
St. Petersburg, Florida 33719*

*Charles W. Ehrlich
Scot E. Samis*

*Telephone
(813) 391-4770
Toll-free 800-829-1116*

February 1, 1995

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

700001031607
02/01/95 01031-003
****122.50 ****122.50

RE: All Phase Security, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for All Phase Security, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,


Scot E. Samis

SES/mbb
Enclosure

FEB 7 1995 BSB

FILED
FEB -3 PM 5:27
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
ALL PHASE SECURITY, INC.

FILED
05 FEB -3 PM 1:22
TAMPA FL

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL PHASE SECURITY, INC.

The principal place of business of this corporation shall be 4621 - 42nd Avenue, North, St. Petersburg, FL 33714.

ARTICLE II. NATURE OF BUSINESS

The business of the corporation shall be providing all types of security and monitoring and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4621 - 42nd Avenue, North, St. Petersburg, FL 33714 and name of the initial registered agent of the corporation at that address is Keith W. Lilly.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Keith W. Lilly 4621 - 42nd Avenue, North
St. Petersburg, FL 33714

Candace Lilly 4621 - 42nd Avenue, North
St. Petersburg, FL 33714

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Keith W. Lilly, President
4621 - 42nd Avenue, North, St. Petersburg, FL 33714

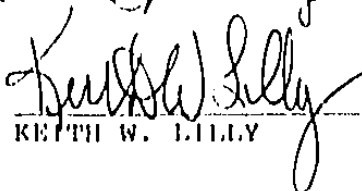
Candace Lilly, Vice President
4621 - 42nd Avenue, North, St. Petersburg, FL 33714

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation are:

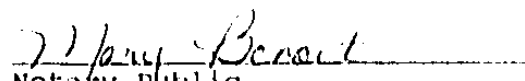
Keith W. Lilly 4621 - 42nd Avenue, North
St. Petersburg, FL 33714

IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31st day of January, 1995.


KEITH W. LILLY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of January, 1995.


Notary Public
My Commission expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: June 6, 1995.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE OF DESIGNATING REGISTERED AGENT

ALL PHASE SECURITY, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Keith W. Lilly, with street address at 4621 - 42nd Avenue, North, St. Petersburg, FL 33714, as its agent to accept service of process within this State.


KEITH W. LILLY, Subscriber

Dated: 1/31/95

ACCEPTANCE OF APPOINTMENT

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 this 31st day of January, 1995.


KEITH W. LILLY