

Attorney at Law

March 13 1995

10678
10679
10680
10681
10682



March 15, 1995

RALPH ROCHETEAU
5757 NW 11TH STREET STE. 160
MIAMI, FL

SUBJECT: U.S. ALARM CORPORATION
Ref. Number: W95000005772

We have received your document for U.S. ALARM CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00011575

ARTICLES OF INCORPORATION

OF

U.S. ALERT SECURITY SYSTEMS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

U.S. ALERT SECURITY SYSTEMS, INC.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.

**ARTICLES OF INCORPORATION OF
U.S. ALERT SECURITY SYSTEMS, INC.**

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

**ARTICLES OF INCORPORATION OF
U.S. ALERT SECURITY SYSTEMS, INC.**

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

**ARTICLES OF INCORPORATION OF
U.S. ALERT SECURITY SYSTEMS, INC.**

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum **one hundred (100) shares**, having an individual per value of **one dollar (\$1.00) per share**.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. Stock may be voted cumulatively, as provided for by Fla. Sta. 607.0728.

ARTICLE V

The initial officers and Board of Directors shall consist of a total of 2 persons and the names and addresses of the persons who are to serve as initial directors are:

Stephen John Romeo

President/C.E.O./Director

Joseph Montalbano

Executive V. P./Director

**ARTICLES OF INCORPORATION OF
U.S. ALERT SECURITY SYSTEMS, INC.**

ARTICLE VI

The address of the principal office of this corporation is:

2963 Gulf To Bay Blvd.
Suite 300
Clearwater FL 34619

ARTICLE VII

The street address of the initial registered office and the name of the initial **Registered Agent** of this corporation shall be:

Ralph Rocheteau
5757 N.W. 11th Street, Suite 160
Miami, FL 33126

I HEREBY CONSENT to act as Registered Agent for the above referenced Corporation, I also certify that I am familiar with the requirements of Florida laws as they relate to the duty of registered agents, and I meet all of the lawful requirements for serving as Registered Agent for service of process.

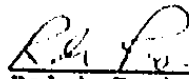
ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Ralph Rocheteau
5757 N.W. 11th Street, Suite 160
Miami, FL 33126

**ARTICLES OF INCORPORATION OF
U.S. ALERT SECURITY SYSTEMS, INC.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of March, 1995.



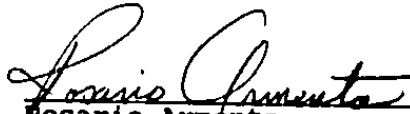
Ralph Rocheteau
Incorporator/Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set fourth above, personally appeared RALPH ROCHETEAU known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

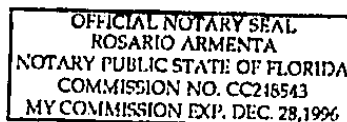
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 21st day of March, 1995.



Rosario Armenta
Notary Public, State of Florida
at Large

My commission expires:

artcor#2.usa



P950000 23403

01147 (Requestor's Name) _____

1850-7087-6 12/15/95

Joseph Montedibano A13-797-9256

OFFICE USE ONLY

US ALERT SECURITY SYSTEMS

2967 CULF TO PAY PLVD STE 300

CLEARHATER

FL 34612

4000001578784
-01/04/96--01067--023
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
DEC 21 11:32
STATE
ALABAMA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AMEND
DRB
12-21

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

U.S. ALERT SECURITY SYSTEMS, INC.

2963 GULF TO BAY BLVD., SUITE 300, CLEARWATER, FL 34619

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V SHALL BE AMENDED AS TO OFFICERS AND DIRECTORS, AND SHALL NOW READ AS FOLLOWS:

THE SOLE OFFICER AND DIRECTOR OF THE CORPORATION SHALL BE:

JOSEPH MONTALBANO
PRESIDENT, CEO, DIRECTOR

2963 GULF TO BAY BLVD
SUITE 300
CLEARWATER, FL 34619

FILED
95 DEC 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: JUNE 1, 1925

12-20-95 10:10AM

TO: 0101970190

• **FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1st of JUNE, 19 95.

Signature , PRESIDENT, CEO
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title