

PG 5000 32403
MICHAEL J. COHEN, P.A.

517 S.W. FIRST AVENUE
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(305) 524-5858
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April 19, 1995

THE SECRETARY OF STATE
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000001462490
-04/21/95--01068--008
****122.50 ****122.50

RE: **Nationwide Alarm Services, Inc.**
A proposed Florida corporation

Dear Sir:

Enclosed is the original and one (1) copy of the Articles of Incorporation for: Nationwide Alarm Services, Inc.

Also enclosed is the original and one (1) copy of the Certificate Designating Resident Agent for said corporation.

Please find enclosed our check payable to THE SECRETARY OF STATE in the amount of \$122.50, for filing fees.

Please return the certified copy of the Articles of Incorporation to the above address. Also enclosed is a stamped, return envelope for your convenience.

Thank you for your prompt attention.

Very truly yours,

Cynthia Lindo
Cynthia Lindo, Secretary to
MICHAEL J. COHEN, ESQ.

/cl

Enclosure

JD/5

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ARTICLES OF INCORPORATION

OF

NATIONWIDE ALARM SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be NATIONWIDE ALARM SERVICES, INC.; and its principal or mailing address is:

Suite #225 266.3 E Sunrise Blvd.
Ft. Lauderdale, FL 33304

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ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, with a par value of fifty cents (\$.50) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office is:

Suite 225
2663 E. Sunrise Blvd
Ft. Lauderdale, FL 33304

The name of its initial registered agent is Barbara
Iversen.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one director, and shall have two directors initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The names and addresses of the initial directors are:

Alfred C. Bakewell	Robert C. Capone
19 Primrose Drive	1017 Lowber Drive
Sicklerville, NJ 08081	Cherry Hill, NJ 08034

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is: Alfred C. Bakewell, 19 Primrose Drive, Sicklerville, NJ 08081.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 20 day of December, 1994.


Alfred C. Bakewell

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted, in compliance with Section 607.0501, Florida Statutes:

That **NATIONWIDE ALARM SERVICES, INC.**, a corporation organizing under the laws of the State of Florida, has named Barbara A. Iversen, as its Registered Agent to accept service of process within this State, whose registered office is 2663 E. Sunrise Blvd., Ft. Lauderdale, Fl. 33304.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above entitled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.

SIGNATURE: Barbara A. Iversen
(print name) Barbara A. Iversen

DATE: December 20, 1994

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FILED