

995000033637

Corporate Offices

Madison Sports & Entertainment Group, Inc.
A Publicly Held Utah Corporation

Joseph D. Radcliffe
Chairman & Chief Executive Officer

John J. ("Jack") Drury
President

Anthony Q. Joffe
*Vice President, Chief Operating Officer
& Chief Financial Officer*

Michael Radcliffe
Secretary & Treasurer

2601 East Oakland Park Boulevard
Suite 606
Fort Lauderdale, Florida 33306

84 Clum Hill Road
Elka Park, New York 12427

Telephone:
(305) 568-6020 & (518) 589-9190

Facsimile Transmission:
(305) 568-1710 & (518) 589-0113

April 5, 1995

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001464936
-04/26/95--01033--004
****122.50 ****122.50

Re.: *Incorporation of Global Security Systems, Inc.*


Gentlemen:

Enclosed please find:

- (a) Three sets of articles of incorporation, including self contained registered agent appointments, for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (c) A check in the amount of \$270 covering the costs of filing the corporate documents and designating the registered agent.
- \$122.50*

If you have any questions or comments, please contact the undersigned.

Very truly yours


Anthony Q. Joffe

MAY 1 1995 BSB

Madison Sports & Entertainment Group, Inc.

Articles of Incorporation
of
Global Security Systems, Inc.

FILED
95 APR 25 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

"Global Security Systems, Inc."

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500,000 shares, one cent par value, which shall be designated as common stock.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 Registered Office & Registered Agent.

The street address of the initial registered office of this Corporation is 2601 East Oakland Park Boulevard, Suite 606; Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at such address is Anthony Q. Joffe

6.2 Principal Office & Mailing Address

The Corporation's initial principal office and principal mailing address will be at 2601 East Oakland Park Boulevard, Suite 606; Fort Lauderdale, Florida 33306. Its initial telephone number will be (904) 245-3024.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initial. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Joseph D. Radcliffe
84 Clum Hill Road; Elka Park, New York 12427

ARTICLE VIII
INCORPORATORS

The name and addresses of the Corporation's incorporator is:

Anthony Q. Joffe
2601 East Oakland Park Boulevard, Suite 606; Fort Lauderdale, Florida 33306

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

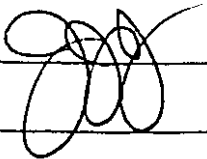
ARTICLE X
LIMITATION ON CORPORATE ACTIONS

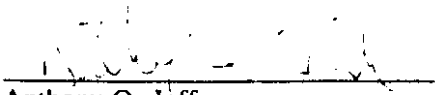
Except as reflected in resolutions adopted by the Corporation's stockholders:

- (a) No shares of the Corporation's capital stock may be issued;
- (b) No bylaws may be adopted or repealed
- (c) No officers or directors may be elected.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of April, 1995.

Signed, Sealed & Delivered
In Our Presence

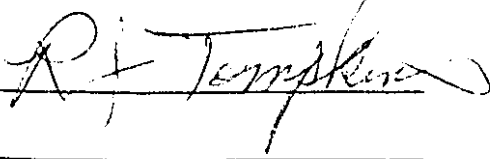


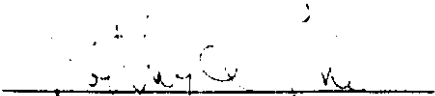


Anthony Q. Joffe
Incorporator

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

THE UNDERSIGNED being familiar with the duties and responsibilities of a registered agent, hereby accepts appointment as registered agent for **Global Security Systems, Inc.**





Anthony Q. Joffe