

P95000034728

LAW OFFICES OF
HILL, WARD & HENDERSON

MAILING ADDRESS:
POST OFFICE BOX 2231
TAMPA, FLORIDA 33601

PROFESSIONAL ASSOCIATION
SUITE 3700 - BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3900
TELECOPIER (813) 221-2900

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

Re: VICON INTERNATIONAL SOFTWARE CORPORATION
Our file number 91725-01

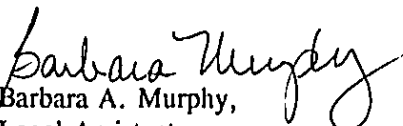
Dear Madam or Sir:

100001468631
-04/28/95--01092--016
*****70.00 *****70.00

Enclosed for filing please find an original and a copy of the Articles of Incorporation for the above named Florida corporation, and a check in the amount of \$70.00 to cover the cost of filing. We will not need a certified copy, but would appreciate a stamped copy to be returned to us.

If you have any questions, please do not hesitate to call me at (813) 227-8418. Thank you.

Sincerely,


Barbara A. Murphy,
Legal Assistant

/bm
Enclosure
cc: Steve Colangelo

FILED
APR 28 AM 9:19
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
VICON INTERNATIONAL SOFTWARE CORPORATION**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: VICON INTERNATIONAL SOFTWARE CORPORATION.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 2424 N. Federal Highway, Suite 250, Boca Raton, Florida 33431.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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MAR 29 AM 9:19
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is DANIEL J. GIBBY. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

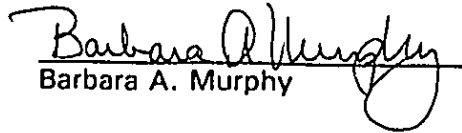
<u>Name</u>	<u>Address</u>
Barbara A. Murphy	101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Barbara A. Murphy

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


DANIEL J. GIBBY

Date:

4/25/95

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SENT BY: Xerox Telecopier 7020 : 8-15-95 : 11:41 : HILL, WARD, HENDERSON - DIV OF CORPORATIONS: 1

8/15/95 FLORIDA DIVISION OF CORPORATIONS 8:30 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HILL, WARD & HENDERSON, P.A.
DEPARTMENT OF STATE 101 E KENNEDY BLVD
STATE OF FLORIDA SUITE 3700
409 EAST GAINES STREET TAMPA FL 33602-51549-0000
TALLAHASSEE, FL 32399 CONTACT: BARBARA A MURPHY
FAX: (904) 922-4000 PHONE: (813) 221-3800
FAX: (813) 221-2900
DOCUMENT TYPE: BASIC AMENDMENT
NAME: VICOM INTERNATIONAL SOFTWARE CORPORATION
FAX AUDIT NUMBER: H95000008961 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/15/1995 TIME REQUESTED: 08:30:06
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072317001716
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((H95000008961))

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3 pages

2nd Transmittal

1st Transmittal did not

Include cover sheet.

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Name Change
NFT

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1995 AUG 15 PM 12:56
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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(((H95000008961)))

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1995 AUG 15 PM 12:56

AMENDMENT TO
ARTICLES OF INCORPORATION OF
VICON INTERNATIONAL SOFTWARE CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of VICON INTERNATIONAL SOFTWARE CORPORATION (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 28th day of April, 1995;

WHEREAS, it is the intention of all of the directors and all of the stockholders of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 11th day of August, 1995;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

"ARTICLE I

Name

The name of this corporation shall be:

VICON INTERNATIONAL COMPUTER SYSTEMS CORPORATION."

Prepared by: Daniel J. Gibby, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 777889

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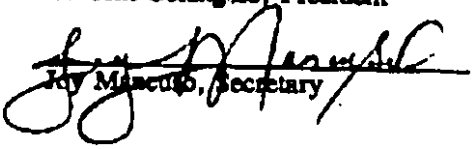
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(((H95000008961)))

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby
executed on behalf of the Corporation by its President and Secretary this 11th day of August,
1995.

VICON INTERNATIONAL
SOFTWARE CORPORATION



Vincent Colangelo, President



Roy Mancuso, Secretary

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