

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Videowatch, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be: 306 42nd Street West
Bradenton, FL 34209

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 200 shares of common stock having no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:
John M. Della Costa, Jr., 306 42nd Street West, Bradenton, FL 34209

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are): John M. Della Costa, Jr. and/or Dana M. Della Costa, 306 42nd Street West, Bradenton, FL 34209

ARTICLE VI PURPOSE

The purpose of this corporation is to engage in the sales and leasing of video cameras and video recorders; and any other lawful business.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 3rd day of June, 1995.

John M. Della Costa, Jr.
Signature

6/3/95
Date

Dana M. Della Costa
Signature

6/3/95
Date

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: Videowatch, Inc.

2. The name and address of the registered agent and office is

John M. Della Costa, Jr.
(NAME)

306 42nd Street West
(P O Box or Mail Drop Box **NOT** ACCEPTABLE)

Bradenton, FL 34209
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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)

6-3-95
(DATE)