

DALE E. SOWDER SR., ESQUIRE

General Counsel

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New Filing Section
Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-06/20/95--01061--002
***130.00 ***130.00

RE: **ALARM DATA CORPORATION, N.A.**

Dear Sirs,

Enclosed are the following items for incorporation of
ALARM DATA CORPORATION, N.A.

1. Articles of Incorporation, Original
2. Articles of Incorporation, Copy
3. Registered Agent Acceptance
4. Check for \$130.00

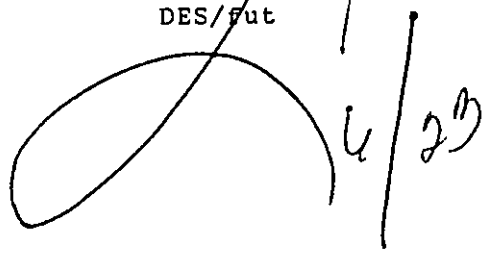
If there are any questions about this filing, please contact me immediately at 813/ 786-7558.

I have enclosed a stamped, self addressed, envelope for your convenience.

Yours truly,


Dale E. Sowder, Sr.
General Counsel

DES/fut



RECEIVED
FILING SECTION
JUN 20 1995
10 48 27
TALLAHASSEE, FLORIDA

*Call on N.A.
Mr. Sowder gave Authar.
to Remove N.A. from
Corporate Name
6/23/95*

CERTIFICATE OF INCORPORATION
OF
ALARM DATA CORPORATION
A CLOSE CORPORATION

FILED
95 JUN 19 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The NAME of the Corporation is ALARM DATA CORPORATION

SECOND: Its registered office is in the State of FLORIDA, and is to be located at 3438 EAST LAKE RD. #14690 PALM HARBOR, FLORIDA 34685

THIRD: The registered agent in charge thereof is DALE E. SOWDER, SR. whose address is "same as above" and this address is also the "Principal Office Address".

FOURTH: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of FLORIDA.

FIFTH: The amount of the total authorized capital stock of this Corporation is divided into 1000 shares of stock at No Par Value.

SIXTH: The name and the mailing address of the incorporator is as follows: Dale E. Sowder, Sr., 3035 Bradford Circle, Palm Harbor, Florida 34685.

SEVENTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and the mailing address(es) of the person(s) who are to serve as director(s) until the first annual meeting of stockholders and their successors are elected and qualified are as follows:

DALE E. SOWDER, SR. 3035 BRADFORD CIRCLE, PALM HARBOR, FL. 34685
JOHN H. MOFFAT, 12339 CHICAGO AVE, HUDSON, FLORIDA. 34669

EIGHT: All of the Corporations issued stock, exclusive of Treasury shares, shall be held of record by not more than ten (10) persons.

NINTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by the General Corporation Law of the State of FLORIDA.

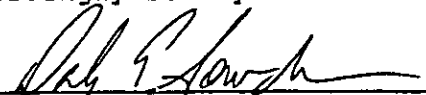
Each stockholder shall offer to the Corporation or to the other stockholders of the Corporation a Sixty (60) day "first refusal" option to purchase his stock, should he elect to sell his stock.

TENTH: The corporation shall make no offering of any of any of its stock of any class which would constitute a "Public Offering". within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

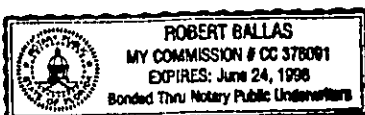
ELEVENTH: The Directors of the Corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) A Director's duty of loyalty to the corporation or it's stockholders; (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) Liability for unlawful payments of stock dividends or unlawful stock purchases or redemption by the corporation; or (4) A transaction from which the Director derived an improper personal benefit.

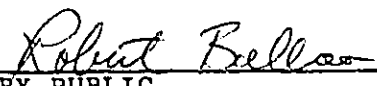
I THE UNDERSIGNED, Dale E. Sowder, Sr., for the purpose of forming a Corporation under the laws of the State of FLORIDA, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly set my hand.

DATED: JUNE 8, 1995


Dale E. Sowder, Sr.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8TH day of JUNE, 1995,




NOTARY PUBLIC


ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned having been designed as and appointed Registered Agent hereby accepts the appointment pursuant to Florida Statutes 67.034 with said acceptance date to be simultaneous with the formation of:

ALARM DATA CORPORATION
as a Florida Corporation pursuant to Florida Law.

Dated at PALM HARBOR, Florida, this 8TH
day of JUNE, 19 95.

FILED
95 JUN 19 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DALE E. SOWER, SR.
REGISTERED AGENT