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LAW OFFICES OF
JOHN D. SPEAR
SUNSHINE PROFESSIONAL CENTER
9200 BONITA BEACH ROAD
SUITE 204
P. O. Box 2207
BONITA SPRING, FLORIDA 33959

JOHN D. SPEAR
JAMES E. KERR

(813) 947-1102
FAX (813) 947-5055

August 17, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001565398
-08/21/95--01090--004
***122.50 ***122.50

RE: "CloseWatch" Services, Inc.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

JDS/sav

Enclosures

cc: Jenivee Rogers

SN
8/27/95

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF

"CloseWatch" Services, Inc.

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95 AUG 21 PM 12:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms and establishes a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is "CloseWatch" Services, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

27646 Wisconsin Street
Bonita Springs, FL 33923

The mailing address of the Corporation is as follows:

27646 Wisconsin Street
Bonita Springs, FL 33923

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Jenivee Rogers
27646 Wisconsin Street
Bonita Springs, FL 33923

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and her street address is:

Jenivee Rogers
27646 Wisconsin Street
Bonita Springs, FL 33923

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

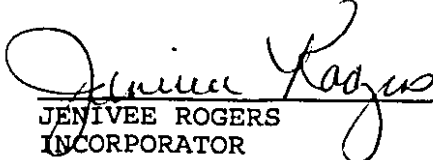
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jenivee Rogers
27647 Wisconsin Street
Bonita Springs, FL 33923

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 17th day of August, 1995.



JENIVEE ROGERS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this
17th day of August 1995, by JENIVÉE ROGERS, who is personally
known to me or who has produced diviner license as
identification and who did take an oath.

John D. Shea
NOTARY PUBLIC - STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That "CloseWatch" Services, Inc., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at Lee County, State
of Florida, has named JENIVÉE ROGERS as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-named Corporation, at the place designated in this
Certificate, the undersigned agrees to act in this capacity and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

Jenivee Rogers
JENIVÉE ROGERS
REGISTERED AGENT

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TALLAHASSEE, FLORIDA