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January 10, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Fla. 32399

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***122.50 ***122.50

Re: Articles of Incorporation
A METRO AUTO ELECTRIC & ALARMS, INC.

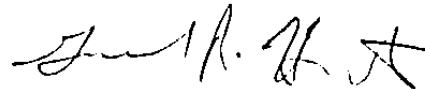
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned corporation.

Also enclosed please find our check in the amount of \$122.50 representing filing fees, registered agent fees and the return of one (1) certified copy of the Articles.

Thank you for your attention to this matter and with warmest regards I remain,

Sincerely,



GERALD R. HIEBERT

GRH/def
Enclosures

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125

ARTICLES OF INCORPORATION
OF
A METRO AUTO ELECTRIC & ALARMS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be A METRO AUTO ELECTRIC & ALARMS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State, State of Florida.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue ONE HUNDRED (100) shares of common stock, all of one class, with a par value of FIVE DOLLAR (\$5.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - PRINCIPAL & REGISTERED OFFICE & AGENT

The address of the principal office and the initial registered office is 15890 N.W. 7TH AVENUE, SUITE E, NORTH MIAMI, FLORIDA 33169, and the name of its initial registered agent is GERALD R. HIEBERT.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of ONE director, and shall have ONE directors initially. The number of director may be increased from time to time by amendment of the Bylaws.

(II) The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successor is elected and qualify are:

Gerald R. Hiebert
36 N.E. 171 Street
North Miami, Fla. 33162

ARTICLE VII - INCORPORATOR

The names and addresses of the incorporator of the corporation is:

Gerald R. Hiebert
36 N.E. 171 Street
North Miami, Fla. 33162

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation

unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of

an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is

or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 11 day of JANUARY, 1996.

Gerald R. Hiebert
GERALD R. HIEBERT

STATE OF FLORIDA : SS
COUNTY OF BROWARD: SS

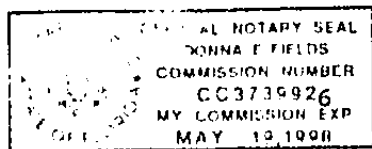
BEFORE ME the undersigned authority, personally appeared, GERALD R. HIEBERT, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 11th day of January, 1996.

My Commission Expires:

My Commission Number:

Donna E. Fields
Notary Public
State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,
Florida Statutes:

That A METRO AUTO ELECTRIC & ALARMS, INC., a corporation
organizing under the laws of the State of Florida, has named GERALD
R. HIEBERT, as its Registered Agent to accept service of process
within this State, who registered office is located at 15890 N.W.
7TH AVENUE, SUITE E, NORTH MIAMI, FLORIDA 33169, County of Dade,
Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.

SIGNATURE: 

GERALD R. HIEBERT

TITLE: Registered Agent

DATE: January 11, 1996