JnN-22-1996 14/53 P.02 1/22/90 FLORIDA DIVISION OF CORPORATIONS 2:12 PM PUBLIC ACCESS SYSTEM (((H96Q ECTRONIC FILING TO: D NTACT: RAY STORMONT FAX: PHONE: (305) 541-3694 FAX: (305) 841-3770 (((H96000001031))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: WATCHDOG, INC. FAX AUDIT NUMBER: H96000001031 CURRENT STATUS: REQUESTED DATE REQUESTED: 01/22/1996 TIME REQUESTED: 14:11:53 CERTIFIED COPIES: CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 5 ESTIMATED CHARGE: \$122.50

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TALLAHASSEE, FLORING

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ARTICLES OF INCORPORATION OF WATCHDOG, INC.



The undersigned incorporators of WATCHDOG, INC. for the purpose of forming a Corporation under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME & PRINCIPAL ADDRESS

The name and principal address of this corporation is:

Watchdog, Inc. 3301 Harrington Drive Boca Raton, Florida 33496

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

This corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV STOCK

This corporation is authorized to issue 150 shares of No par value common stock which shall be designated "Common Shares."

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:

Stoci H. Genet, Req. GENET & GHRTZ, P.A. 1323 Southeast Third Avenue Fort Lauderdale, FL 33316

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and addresses of the initial Board of Directors of this Corporation are:

NAME

ADDRESS

Jules Shecter

3301 Harrington Drive Book Raton, Florida 33496

Bernard Shore

3301 Harriagton Drive Hocs Raton, Florida 33496

Michael Demis

3301 Harrington Drive Boca Raton, Florida 33496

ARTICLE VII

The name and address of the incorporator to these Articles of Incorporation shall be:

NAME Jules Shecter ADDRESS

3301 Harrington Drive Boca Raton, Florida 33496

OFFICERS

The name, title and address of the officers of this corporation shall be:

NAME

TITLE

ADDRESS

Jules Shecter

President

3301 Harrington Drive Boca Raton, Florida 33496

Michael Dennis

Secretary / Treasurer

3301 Harrington Drive Boos Raton, Florida 33496

Bernard Shore

Vice-President

3301 Hamington Drive Bota Raton, Florida 33496

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ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLEX

This corporation reserves the right to amend or repeal my provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this __

ey of January 199

LES SHECTER

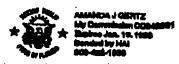
STATE OF FLORIDA COUNTY OF BROWARD

Before me, a Notary Public ambarized to take acknowledgements in the State and County set forth above, personally appeared Jules Shacter personally known by me, or who produced a valid Florida Driver's License as identification, to be the person who executed or acknowledged that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1177 day of January., 1996.

Motary Public

My Commission Expires:



REGISTIFIED AGENT/REGISTERED OFFICE.

In compliance with Fig. Stat. § 48.091, the following is submitted:

First, that Watchdog, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3301 Harrington Drive, Boca Raton, Florida 33496, State of Florida, has named Stati H. Genst, located at 1323 Southeast Third Avenue, City of Fort Lauderdale, State of Florida, as its Agent to accept service of process within Florida.

Jules Shooter

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPALITY, AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

STACTH GENET

HILED

STATE