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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WATCHDOG, INC.

FAX AUDIT NUMBER: H96000001031

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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
DURATION**

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

**ARTICLE III
PURPOSE**

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 prorata 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:

Staci H. Genet, Esq.
GENET & GERTZ, P.A.
1323 Southeast Third Avenue
Fort Lauderdale, FL 33316

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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 Shooter	3301 Harrington Drive Boca Raton, Florida 33496
Bernard Shore	3301 Harrington Drive Boca Raton, Florida 33496
Michael Dennis	3301 Harrington Drive Boca Raton, Florida 33496

ARTICLE VII INCORPORATOR

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

NAME	ADDRESS
Jules Shooter	3301 Harrington Drive Boca Raton, Florida 33496

ARTICLE VIII OFFICERS

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

NAME	TITLE	ADDRESS
Jules Shooter	President	3301 Harrington Drive Boca Raton, Florida 33496
Michael Dennis	Secretary / Treasurer	3301 Harrington Drive Boca Raton, Florida 33496
Bernard Shore	Vice-President	3301 Harrington Drive Boca 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.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any 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 17th day of January, 1996

[Signature]
JULES SHECTER
Incorporator

STATE OF FLORIDA COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jules Shecter 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 17th day of January, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires:



AMANDA J. GENTZ
My Commission CCB48887
Expires Jan. 15, 1998
Bonded by HAI
800-468-1888

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.**

In compliance with Fla. 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 Staci H. Genet, located at 1323 Southeast Third Avenue, City of Fort Lauderdale, State of Florida, as its Agent to accept service of process within Florida.

[Signature]
Jude Shooter
President

1/17/96
Dated

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 CAPACITY, 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.

[Signature]
STACI H. GENET

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