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Law Offices  
FORTAIN & KARYO, P.A.  
1316 NORTHWEST 7TH STREET  
MIAMI, FLORIDA 33125

James M. Fortain

Telephone (305) 324-6563  
Telefax (305) 325-0904

January 19, 1996

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: FEDERAL ALARM SERVICES, INC.  
Articles of Incorporation

To whom it may concern:

Enclosed you will find one (1) original and one (1) photocopy of the Articles of Incorporation for the above referenced corporation.

Also enclosed you will find a check for One Hundred Twenty Two and 50/100's (\$122.50) Dollars, for filing the articles.

If you have any questions or need any additional information, please do not hesitate to call my office.

Sincerely,

JAMES M. FORTAIN, P.A.

*James M. Fortain*  
James M. Fortain

EFFECTIVE DATE  
1-19-96

JAN 29 1996 BSK

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-01/24/96--01027--011  
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95 JAN 24 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JMF/kmc  
encl

**FILED**

96 JAN 24 AM 11:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CD

**EFFECTIVE DATE**  
1-19-96

**ARTICLES OF INCORPORATION  
OF  
FEDERAL ALARM SERVICES, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is FEDERAL ALARM SERVICES, INC.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgement of these Articles of Incorporation.

**ARTICLE III  
PURPOSES**

The corporation may engage in all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 1000 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

**ARTICLE V  
BOARD OF DIRECTORS**

1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of directors shall never be less than one (1).

2. The corporation shall initially have one (1) Director. The name and address of the initial Director is as follows:

NAME	ADDRESS
PETER BURGESS	2500 North Military Trail, Suite 175 Boca Raton, Florida 33431

**ARTICLE VI  
INCORPORATORS**

The name and address of the Incorporator of these Articles of Incorporation is as follows: JAMES M. FORTAIN, 1720 Wa-kee-na Drive, Miami, Florida 33133.

**ARTICLE VII**  
**ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 2500 North Military Trail, Suite 175, Boca Raton, Florida 33431.

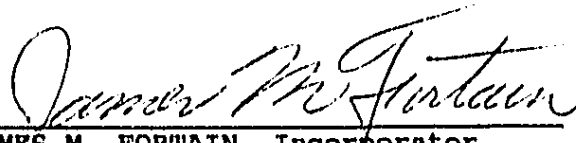
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.

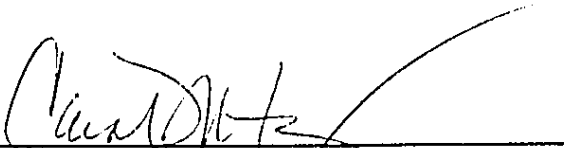
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 19th day of January, 1996.

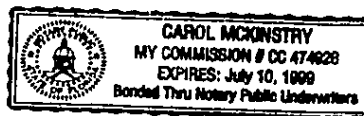
  
JAMES M. FORTAIN, Incorporator

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared JAMES M. FORTAIN, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein expressed. Further, he produced a Florida Driver License as identification and did not take an oath.

IN WITNESSES WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 19th day of January, 1996.

  
NOTARY PUBLIC  
State of Florida at Large  
My commission expires:



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


In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FEDERAL ALARM 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 the City of Boca Raton, County of Palm Beach, State of Florida has named JAMES M. FORTAIN, located at 1720 Wa-kee-na Drive, Miami, Florida 33133 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Chapter 607 of the Florida Statutes.

By:

  
JAMES M. FORTAIN, Registered Agent

FILED  
96 JAN 24 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NAVON, KOPELMAN & O'DONNELL, P.A.**

ATTORNEYS AT LAW

2699 STIRLING ROAD • SUITE B-100  
FORT LAUDERDALE, FLORIDA 33312  
TELEPHONE (954) 967-2788  
FACSIMILE (954) 983-7021

301 YAMATO ROAD • SUITE 4120  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 994-6449  
FACSIMILE (561) 994-6477

REPLY TO:  
FORT LAUDERDALE

JOEL D. KOPELMAN  
SAMUEL D. KOPELMAN  
GARRY W. O'DONNELL  
DAVID KAHAN

**P96 0000008744**  
May 21, 1997

Via Federal Express  
Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

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-05/21/97--01078--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Federal Alarm Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and one photocopy of the Articles of Dissolution of Federal Alarm Services, Inc. for filing with the Secretary of State, together with a check in the amount of \$87.50, representing the fee for filing and obtaining a certified copy of said Articles. Also enclosed please find a self-addressed stamped envelope for your use in returning the certified copy to the undersigned.

If you have any questions regarding the enclosure or this request, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

NAVON, KOPELMAN & O'DONNELL, P.A.

*[Signature]*

David Kahan

Enclosures

\\Host\DAVIDK\LETTERS.97\Secretary of State - file articles of dissolution.01.wpd

*[Handwritten notes and stamps]*  
P96 0000008744  
Filing  
\*Cert Copy  
(2 pg)  
5-20-97

**ARTICLES OF DISSOLUTION  
OF  
FEDERAL ALARM SERVICES, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, Federal Alarm Services, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Federal Alarm Services, Inc.
2. Dissolution of the Corporation was authorized by a joint corporate action of the sole shareholder and the sole director of the Corporation on May 12, 1997.
3. The number of votes cast by the shareholders of the Corporation for dissolution was sufficient for approval.

These Articles of Dissolution shall be effective as of the filing of these Articles of Dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed by Richard Ginsburg, the President of the Corporation, this 12 day of May, 1997.

**FEDERAL ALARM SERVICES, INC.**

By: 

Richard Ginsburg, President