

P96000012522

Roy Duenas  
Requestor's Name  
4215 N.W. 10th Street  
Address  
Gainesville, FL 32609  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-02/05/96--01074--020  
\*\*\*\*122.50 \*\*\*\*122.50

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 FEB -5 AM 9:56

ARTICLES OF INCORPORATION  
OF  
ALERT TECHNOLOGIES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 9:55

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this corporation shall be ALERT TECHNOLOGIES, INC., and its principal place of business shall be in the City of Gainesville, County of Alachua, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSE AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State

of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of

Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL STRUCTURE

The capital stock of this corporation shall be composed of one million (1,000,000) shares of stock with a par value of \$.0001 per share. The capital stock shall be sold, assigned, issued, and transferred only in accordance with the By-Laws of the corporation as

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the corporation may from time to time, make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

#### ARTICLE IV

##### CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. This Article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

#### ARTICLE V

##### EXISTENCE

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

#### ARTICLE VI

##### PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in Gainesville, County of Alachua, State of Florida, and the post office address of said principal office of the corporation shall be 4215 NW 10th Street, Gainesville, Florida 32609. The mailing address shall be the same.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The number of Directors of the Corporation shall be not less than one (1) nor more than five (5).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

| <u>Name</u>           | <u>Address</u>                                 |
|-----------------------|--|
| Roy Duenas            | 4215 NW 10th Street<br>Gainesville, FL 32609   |
| Robert H. Holmes, Jr. | 9802 SE 225 Drive<br>Hawthorne, FL 32640       |
| Jerry Kahn            | 102 Deer Lake Circle<br>Ormond Beach, FL 32174 |

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE

The street address of the initial registered office is 4215 NW 10th Street Gainesville, Florida 32609, and the name of the initial registered agent at that office is Roy Duenas.

#### ARTICLE X

##### INCORPORATORS

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

| <u>Name</u> | <u>Address</u>                         |
|-------------|--|
| Roy Duenas  | 4215 NW 10th Street<br>Gainesville, FL |
| 32609       |  |

#### ARTICLE XI

##### GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its

equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholder, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under by By-Laws agreement, both of stockholders, or otherwise.

#### ARTICLE XII

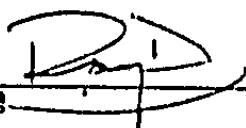
This Corporation shall comply with Section 1244 of the Internal Revenue Service Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of ALERT



TECHNOLOGIES, INC.

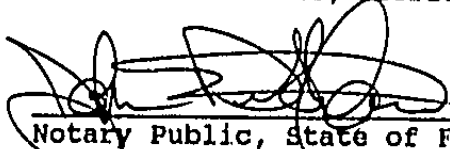
WITNESS my hand and seal this \_\_\_\_ day of \_\_\_\_\_,  
1996.

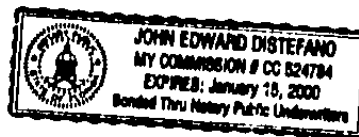
  
\_\_\_\_\_  
Roy Duenas

STATE OF FLORIDA  
COUNTY OF Alachua

I HEREBY CERTIFY that on this 2 day of February, 1996  
before me personally appeared Roy Duenas, who produced  
Florida Drivers License for identification, and he acknowledged  
before me that he executed the foregoing Articles of Incorporation for  
the purposes therein expressed.

WITNESS my hand and official seal at Gainesville, Florida, the day  
and year last above written.

  
\_\_\_\_\_  
Notary Public, State of Florida  
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.

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In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

First -- That ALERT TECHNOLOGIES, 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 Gainesville,  
County of Alachua, State of Florida, has named Roy Duenas, located at  
4215 NW 10th Street, Gainesville, Florida 32609, as its agent to  
accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: \_\_\_\_\_

Resident Agent  
Roy Duenas

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 9:56

# P96000012522

DUENAS  
4215 NW 10th ST  
GAINESVILLE FL 32609-1861

Address

City/State/Zip

Phone #

700001739467  
-03/12/96--01043--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
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FILED  
MAR 11 AM 8:59  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
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| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                 |
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| <input type="checkbox"/> | Annual Report   |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Na .Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
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| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

*Amend*

VS MAR 1 8 1996

**ARTICLES OF AMENDMENT  
ALERT TECHNOLOGIES, INC.**

ALERT TECHNOLOGIES, INC. submits these Articles of Amendment pursuant to Florida Statute 607.1006, amending the articles filed by the Corporation on February 5, 1996, as follows:

FILED  
96 MAR 11 AM 9:00  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

ARTICLE III: The first sentence of the first paragraph of Article III shall be amended to read as follows:

**The capital stock of this corporation shall be composed of ten million (10,000,000) shares of stock with par value of \$0.0001 per share.**

The remainder of Article III, and the remainder of the Articles of Incorporation, shall remain unchanged. The foregoing amendment was adopted by the officers, directors, and shareholders of the Corporation by unanimous consent on February 6, 1996.

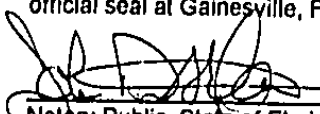
IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment this      day of      , 1996.

  
\_\_\_\_\_  
Roy Duenas - President

  
\_\_\_\_\_  
Roy Duenas - Secretary

STATE OF FLORIDA  
COUNTY OF ALACHUA

I hereby certify that this day before me personally appeared Joseph Roy Duenas, who produced FLDL# D520-496-52-371 as identification and did not take an oath and whom executed the foregoing Articles of Amendment for the above-named Corporation, and he acknowledge before me that he executed the same for the purpose expressed therein. WITNESS my hand and official seal at Gainesville, Florida this 7 day of MARCH, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida



P960000/2522

Requestor's Name

DUEÑAS  
4215 NW 10th ST  
GAINESVILLE FL 32609-1861

City/State/Zip

Phone #

SRC 2-1592

Office Use Only

FILED  
96 OCT -3 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
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3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

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| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

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-10/03/96--01048--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

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| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

Amend

VS OCT 10 1996

ARTICLES OF AMENDMENT  
ALERT TECHNOLOGIES, INC.

FILED  
96 OCT -3 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALERT TECHNOLOGIES, INC. submits these Articles of Amendment pursuant to Florida Statute 607.1006, amending the articles filed by the Corporation on February 5, 1996, and as amended on March 11, 1996, as follows:

ARTICLE III: The first sentence of the first paragraph of Article III shall be amended to read as follows:

**The capital stock of this corporation shall be composed of twelve million ( 12,000,000 ) shares of Common Stock with par value of \$0.0001 per share, and two million ( 2,000,000 ) shares of Preferred Stock with par value of \$0.001 per share.**

The remainder of Article III, and the remainder of the Articles of Incorporation shall remain unchanged. The foregoing amendment was adopted by the officers, directors, and shareholders of the Corporation by unanimous consent on June 22, 1996.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment this 30 day of September 1996.

  
Roy Duenas - President

  
Roy Duenas - Secretary

STATE OF FLORIDA  
COUNTY OF ALACHUA

I hereby certify that this day before me personally appeared Joseph Roy Duenas, who produced FLDL# D520-498-52-371 as identification and did not take an oath and whom executed the foregoing Articles of Amendment for the above-named Corporation, and he acknowledge before me that he executed the same for the purpose expressed therein. WITNESS my hand my hand and official seal at Gainesville, Florida this 30 day of Sept, 1996.

  
Notary Public, State of Florida

