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REFERENCE # 866233 5017100

AUTHORIZATION 9

COST LIMIT is 0.

ORDER DATE : March 1, 1996.

ORDER TIME : 10:05 AM

ORDER NO. : 846233

CUST ORDER NO: 5017100

CUSTOMER: Al R. Lopez, Jr., Esq.
LOPEZ & KELLY, P.A.

Suite 500
4600 West Cypress Avenue
Tampa, FL 33607

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DOMESTIC FILING

NAME: BORRELL FIRE SYSTEMS, INC.

EFFECTIVE DATE:

X _____ ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X_____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

T. BROWN MAR - 4 1996

FILED
96 MAR -1 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 2nd

Lopez & Kelly, P.A.
Attorneys at Law

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SUITE 600
4800 WEST GYNNESS STREET
TAMPA, FLORIDA 33607
(813) 289-3400
FAX: 287-6776

February 29, 1996

VIA COURIER

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 2314

Re: Name - **Borrell Fire Systems, Inc.**

Dear Sir/Madam:

Please be advised that my client, Anthony J. Borrell, Jr. (as sole stockholder, President and Director of Borrell Enterprises, Inc., formerly known as Borrell Fire Systems, Inc., Charter No. J73344), hereby authorizes and consents to the immediate release of the name, "Borrell Fire Systems, Inc.," for use by a new corporation, of which he is also President and Director.

For your file, please find enclosed the original statement of Anthony J. Borrell, Jr., consenting to the release of this name for use by the new corporation. I believe the statement is self-explanatory; however, if you have any questions concerning this matter, please do not hesitate to call me directly at 813/289-3400. Time is of the essence in accomplishing these matters.


Sincerely,


Al R. Lopez, Jr.

ARLJr/lw
enclosure
cc: Mr. Anthony J. Borrell, Jr.

I, ANTHONY J. BORRELL, JR., as President, sole Stockholder and sole Director of BORRELL FIRE SYSTEMS, INC., a Florida Corporation bearing Corporate Charter Number J73344, hereby consent to the use by BORRELL, INC., in connection with its formation of a subsidiary corporation pursuant to Articles of Incorporation submitted herewith, of the corporate name, BORRELL FIRE SYSTEMS, INC. I, as President, sole Director and Stockholder of the existing BORRELL FIRE SYSTEMS, INC. will be filing Articles of Amendment to the Articles of Incorporation of the existing BORRELL FIRE SYSTEMS, INC. changing its corporate name and thereby making such name available for use by BORRELL, INC. in the formation of its subsidiary.

Date: February 28, 1996


ANTHONY J. BORRELL, JR.,
President, Sole Director and
sole Stockholder of
BORRELL FIRE SYSTEMS, INC.

ARTICLES OF INCORPORATION
OF
BORRELL FIRE SYSTEMS, INC.

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TALLAHASSEE, FLORIDA

Article I
Name

The name of this Corporation is BORRELL FIRE SYSTEMS, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 3528 North Nebraska Avenue, Tampa, Florida, 33603.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the

Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named ANTHONY J. BORRELL, JR. as its agent to accept service of process within this State.

Section 2. 3528 N. NEBRASKA AVENUE, TAMPA, FLORIDA, 33603 is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and ANTHONY J. BORRELL, JR. is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporator is:

Anthony J. Borrell, Jr.
3528 N. Nebraska Avenue
Tampa, FL 33603

Article VIII
Board of Directors

Section 1. This Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his successor is elected and qualified is:

ANTHONY J. BORRELL, JR.
3528 N. Nebraska Avenue
Tampa, FL 33603

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially as follows, and in the amount set opposite the stockholder's name:

BORRELL, INC. - 100 shares.

Shares held by the initial Stockholder listed above may not be resold or otherwise transferred (other than to a revocable trust created by a Stockholder) or encumbered without the consent of the other Stockholders and unless such shares are first offered to the remaining Stockholders or to this Corporation. The price and terms

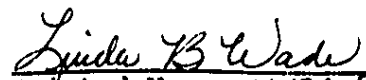
at which, and the time within which, such shares may be offered and sold shall be further specified in, or as directed by, the Bylaws of this Corporation.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this 28th day of February, 1996.


ANTHONY J. BORRELL, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by ANTHONY J. BORRELL, JR., who is personally known to me, this 28th day of February, 1996.


Printed Name: LINDA B. WADE
NOTARY PUBLIC
State of Florida at Large
Commission No. CC430507
My Commission Expires: 12-29-98

OFFICIAL NOTARY SEAL LINDA B WADE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC430507 MY COMMISSION EXP. DEC. 29, 1998

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

IN COMPLIANCE WITH SECTION 48.091 and SECTION 607.0501
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT BORRELL FIRE SYSTEMS, INC., DESIRING
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF
FLORIDA, HAS NAMED ANTHONY J. BORRELL, JR., LOCATED AT 3528 N.
NEBRASKA AVENUE, TAMPA, FLORIDA, 33603, AS ITS REGISTERED AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


ANTHONY J. BORRELL, JR.
INCORPORATOR

TITLE: Incorporator/Director

DATE: 2/28/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF REGISTERED
AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT THE
OBLIGATION OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ALL MATTERS.


ANTHONY J. BORRELL, JR.
Registered Agent

DATE: 2/28/96

FILED
96 MAR -1 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA