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LEROY ALLEN (1902-1978)

L. ROBERT FRANK (1924-1980)

JOHN H. TRINKLE, JR. (1926-1981)

AUTOMATIC TELECOPIER
(813) 229-6002

February 29, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Premier Monitoring Service, Inc.
A Florida For Profit Corporation

Dear Sirs:

600001731506
-03/04/96--01121--004
*****122.50 *****122.50

Please accept the enclosed Articles of Incorporation for filing. Also enclosed is our firm's check in the amount of \$122.50, to cover the filing fee.

If you have any questions, please feel free to call me.

Very truly yours,

Michael N. Brown

Michael N. Brown

MNB/jbp
cc: R. Clif Dell
Enclosures

96 MAR -11 PM 2:11
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GB 3/6/96

ARTICLES OF INCORPORATION
OF
PREMIER MONITORING SERVICE, INC.

FILED
96 MAR -4 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name and Address

The name of the Corporation is PREMIER MONITORING SERVICE, INC.

The principal office or the mailing address of the Corporation is 1309 N. RIVERHILLS DR., TEMPLE TERRACE, FL 33617, subject to change and relocation by the Board of Directors.

ARTICLE II - Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - Capital Stock

The capital stock of this Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Registered Office

The street address of the initial registered office of the Corporation is 101 E. KENNEDY BLVD., STE. 1240, TAMPA, FL 33602, and the name of the initial registered agent at such address is MICHAEL N. BROWN, ESQUIRE.

ARTICLE V - Incorporator

The name and address of the Incorporator are: MICHAEL N. BROWN, ESQUIRE, 101 E. KENNEDY BLVD., STE. 1240, TAMPA, FL 33602.

ARTICLE VI - Directors

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act now in effect, or as it is thereafter amended.

ARTICLE VII - Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of ONE director.

The names and addresses of the initial Board of Director is: R. CLIF DELL, 1309 N. RIVERHILLS DR., TEMPLE TERRACE, FL 33617.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE IX - Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or appeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28th day of FEBRUARY, 1996.

Michael N. Brown (SEAL)
MICHAEL N. BROWN, ESQUIRE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of February, 1996, by MICHAEL N. BROWN, ESQUIRE, who is personally known to me or who has produced N/A as identification.

Julie Pearlman
Signature of Notary Public

Julie Pearlman
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for PREMIER MONITORING SERVICE, INC., as stated in these Articles of Incorporation.

Michael N. Brown (SEAL)
MICHAEL N. BROWN, ESQUIRE