

P960000 23818
LAW OFFICES
Charles J. Goldman, P.A.

001 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (305) 920-1080
DADE: (305) 844-7000

February 29, 1996

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 18 PM 1:21

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-03/19/96--01074--003
*****70.00 *****70.00

Re: ALARM TELECOM SYSTEMS, INC.

Gentlemen:

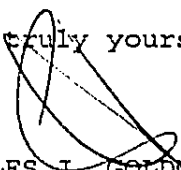
Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,


CHARLES J. GOLDMAN

CJG/cg
Enclosures

6796-5382
51
3/18

LAW OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAA: (954) 920-2440
DADE: (305) 944-7085

March 15, 1996

Sharon Tala, Document
Specialist Supervisor
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: ALARM TELECOM SYSTEMS, INC.
Letter No. 896A00010918

Dear Ms. Tala:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my corrected check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,


CHARLES J. GOLDMAN

CJG/cg
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

CHARLES J. GOLDMAN, P.A.
601 S. FEDERAL HWY.
HOLLYWOOD, FL 33020

SUBJECT: ALARM TELECOM SYSTEMS, INC.
Ref. Number: W96000005382

We have received your document for ALARM TELECOM SYSTEMS, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Taia
Document Specialist Supervisor

Letter Number: 896A00010918

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 18 PM 1:27

**ARTICLE OF INCORPORATION
OF**

ALARM TELECOM SYSTEMS, INC.

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

ALARM TELECOM SYSTEMS, INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SIX HUNDRED (600) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin

business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is: 7445 N.W. 12th Street, Miami, Florida 33126.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are:

Jay Rosen, 7445 N.W. 12th Street, Miami, Florida 33126
Anthony Alexander, 7445 N.W. 12th Street, Miami, Florida 33126
John Alexander, 7445 N.W. 12th Street, Miami, Florida 33126

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

CHARLES J. GOLDMAN
601 South Federal Highway
Hollywood, Florida 33020

ARTICLE X - DISSOLUTION


The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.
601 South Federal Highway
Hollywood, Florida 33020

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 12th day of March, 1996.



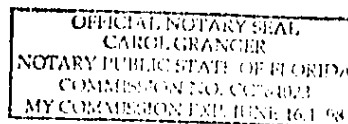
CHARLES J. GOLDMAN, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, this 1st day of March, 1996, personally appeared CHARLES J. GOLDMAN, who is personally known to me or who has produced KNOWLEDGE as identification and is the person described in the foregoing Articles of Incorporation of ALARM TELECOM SYSTEMS, INC. and he acknowledged before me that he executed the same for the purposes therein expressed.

Carol Granger
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CAROL GRANGER
Type or print name of notary.



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

SECRET
DIVISION OF INVESTIGATION
95 MAR 18 PM 1:28

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ALARM TELECOM SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7445 N.W. 12th Street, Miami, Florida 33126, has named Charles J. Goldman, P.A., located at 601 South Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: March 1 1996



CHARLES J. GOLDMAN, Incorporator

Having been named to accept service of process for the above named 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 relative to the proper performance of my duties.



CHARLES J. GOLDMAN, P.A.