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MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

March 14, 1996

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (407) 832-5696
FAX: (407) 659-5371

OVERNIGHT MAIL

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/18/96--01007--011
****140.00 *****70.00

Office Use Only

Re: EYE SPY FRANCHISE CORP.
EYE SPY SURVEILLANCE SYSTEMS PLUS, INC.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for Eye Spy Franchise Corp. and Eye Spy Surveillance Systems Plus, Inc. to be filed. Also enclosed is our check in the amount of \$140.00 which represents the following:

\$35.00 Filing Fee for each
\$35.00 Registered Agent Fee for each

If you have any questions, or require additional information, please call me at (407) 832-5696.

Very truly yours,



Donald F. Mintmire

DFM/cks
Enclosures

Dmc
3/20/96

FILED
95 MAR 15 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EYE SPY FRANCHISE CORP.

FILED
96 MAR 15 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: EYE SPY FRANCHISE CORP. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33408.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 share of common stock having a par value of \$.0001 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald F. Mintmire, Esq.
265 Sunrise Avenue
Suite 204
Palm Beach, Florida 33480

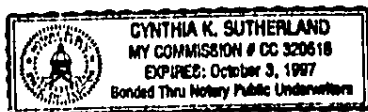
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of March, 1996.

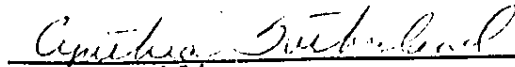


Donald F. Mintmire

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14 day of March, 1996, by DONALD F. MINTMIRE, who is personally known to me, and who did not take an oath.





Notary Public

Donald F. Mintmire having been designated to act as Registered Agent hereby agrees to act in this capacity.



Donald F. Mintmire