

P96000028048



RECEIVED
96 MAR 28 PM 4:13
DIVISION OF CORPORATION

FILED
96 MAR 28 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 899617 133550A

AUTHORIZATION :

Patricia P. [unclear]

COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1996

ORDER TIME : 1:59 PM

ORDER NO. : 899617

COMMUNIST 1761 8032

CUSTOMER NO: 133550A

CUSTOMER: Scott Bernstein, Esq
SCOTT BERNSTEIN, ESQ

Suite 300
44 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: PROFFESIONAL ALARM SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

XH.
4-1-96

FILED

96 MAR 28 PM 12:30

ARTICLES OF INCORPORATION
OF
PROFFESIONAL ALARM SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROFFESIONAL ALARM SERVICES, INC.

The address of the principal office of this corporation shall be 300 Meridian Avenue, #1, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Dawn Johnson	300 Meridian Avenue, #1
Dir./Pres.	Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on March 28, 1996

FILED
96 MAR 28 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

By, Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By, Karen B. Rozar

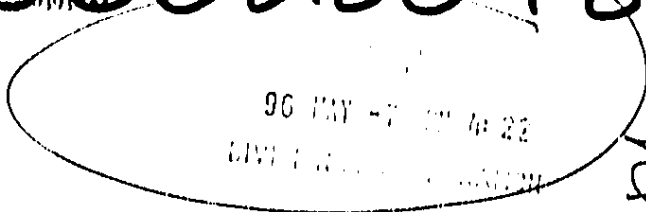
Its Agent, Karen B. Rozar

HBD/meb

P96000028048



1201 HAYS STREET
APT. 1045 FL. 12
MIAMI, FL 33130
TEL: 333-0700
FAX: 333-0700



Give
this
File
Date

ACCOUNT NO. : 0721000000002
REFERENCE : 899617 133550A
AUTHORIZATION : Patricia Pizib
COST LIMIT : \$ 05.00

ORDER DATE : March 28, 1996
ORDER TIME : 11:32 PM
ORDER NO. : 899617

CUSTOMER NO: 133550A

100001812761

CUSTOMER: Scott Bernstein, Esq
Scott Bernstein, Esq
Suite 300
44 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: PROFFESIONAL ALARM SERVICES,
INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey
EXAMINER'S INITIALS: _____

SH 5/8
NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY -7 10:43

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

6877-7 71643
RECEIVED
JUL 10 1996
FBI - NEW YORK

ARTICLE I of the Articles of Incorporation of
PROFFES IONAL ALARM SERVICES, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

PROFESSIONAL ALARM SERVICES, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 7th day
of MAY, 1996.

Corporation Service Company

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

meb