

**P96000035/35**  
**Michael A. Shapiro**

Law Offices

April 17, 1996  
Via Priority Mail

**Irwin S. Gars**  
**Robert Dixon**

Of Counsel

RECEIVED  
APR 19 PM 12:45  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Articles of Incorporation for *Key to Security, Inc.***

800001787508  
-04/19/96--01077--014  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

I am enclosing herewith:

1. Irwin S. Gars, Esquire, Trust Account, Check #1007 in the sum of \$122.50 in payment of the filing and certified copy fees for the enclosed Articles of Incorporation.
2. Two fully executed copies of the Articles of Incorporation for *Key to Security, Inc.*

Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and return one certified copy to the undersigned as soon as possible.

If you have any questions or require further information, I would sincerely appreciate your calling me collect before you return any documents.

Thank you for your prompt attention and cooperation.

Sincerely,

  
IRWIN S. GARS

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
KEY TO SECURITY, INC.**

**FILED**  
MAR 19 PM 12:45  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **Key to Security, Inc.**

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one hundred shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V - TERM**

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the initial incorporator and subscriber hereto is as follows:

Irwin S. Gars, 2665 S Bayshore Drive, Suite M103, Coconut Grove, Dade County, FL 33133

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Irwin S. Gars, 2665 S. Bayshore Dr., M103, Coconut Grove, FL 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

#### **ARTICLE VIII - OFFICERS**

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Irwin S. Gars	President & Secretary	2665 S. Bayshore Dr., M103, Coconut Grove, FL 33133
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#### **ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS**

The street address for the initial place of business is: 2665 South Bayshore Drive, Suite M103, Coconut Grove, Dade County, Florida 33133.

**ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Irwin. S. Gars, 2665 S. Bayshore Drive, Suite M103, Coconut Grove, Florida 33133

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 16 day of April, 1996.

*[Signature]*  
IRWIN S. GARS, SUBSCRIBER

STATE OF FLORIDA

SS:

COUNTY OF DADE

**BEFORE ME**, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation

**IN WITNESS WHEREOF** I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of April, 1996.



*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA

Commission Number, Stamp, Seal and/or Expiration Date:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 18 April 1996

*[Signature]*  
IRWIN S. GARS, as REGISTERED AGENT

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FILED  
APR 19 PM 12:45  
CLARK COUNTY, FLORIDA