

4/29/96

FLORIDA DIVISION OF CORPORATIONS

AM

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATION
192 W. FLAGLER ST.
SUITE 201
TALLAHASSEE, FL 32301-1335
CONTACT: RAY URMONT
PHONE: (305) 841-3694
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALARM CONSULTANT INC.

FAX AUDIT NUMBER: H90000005900

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35 APR 29 PM 5:14
TALLAHASSEE, FL 32301

4/30

PREPARED BY:
GENGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF
ALARM CONSULTANTS, INC.

ARTICLE I NAME

The name of this corporation is ALARM CONSULTANTS, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The street, Address, City, County and State in which the principal offices of the corporation are to be located are, 2500 S.W. 107th Avenue No. 44, Miami, Dade County, Florida 33165. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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APR 20 1986
DEPT. OF STATE
MIAMI, FL

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Rene A. Rivero President, Treasurer	10752 S.W. 3rd Street No. 3 Miami, FL 33174
Fernando Bolufer V.P., Secretary	13302 N.W. 1st Terrace Miami, FL 33182

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock of subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Rene A. Rivero President, Treasurer	10752 S.W. 3rd Street No. 3 Miami, FL 33174	50%
Fernando Bolufer V.P., Secretary	13302 N.W. 1st Terrace Miami, FL 33182	50%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) 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 XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 10752 S.W. 3rd Street No. 3, Miami, FL. 33174 and the name of the initial registered agent of this corporation at that address is Rene A. Rivero.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seal this 26th day of April, 1996.


Rene A. Rivero


Fernando Bolufer

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. **ALARM CONSULTANTS INC.**, desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in
the Articles of Incorporation at the City of Miami, State of
Florida, has named **Rene A. Rivero** located at 10752 S.W. 3rd Street
No. 3, City of Miami, County of Dade, State of Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Rene A. Rivero

FILED
APR 29 PM 5:14
CLERK OF DISTRICT COURT
MAY 1 1996
CLERK OF DISTRICT COURT

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BUSINESS AUTHORITY CORPORATION

P96000037047

Miami, July 24th, 1996

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

100001908121
-07/30/96--01102--0114
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed you will find a check for \$60.00 for Articles of Amendment of ALARM CONSULTANTS, INC. (Document Number P96000037047).

Please send acknowledgement to us and if additional information is required, do not hesitate to contact us.

Very truly yours,


Sergio Massa
President

*Amendment
8/6/96
DC*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 29 PM 12:01

FILED

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

ALARM CONSULTANTS, INC.
(Charter# P96000037047)

Pursuant to the provisions of section 607.1006, Florida Statute, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT ADOPTED TO ARTICLES VIII:

The names and street addresses of the Shareholders and the number of shares of stock are as follows:

NAME	ADDRESS	NO. OF SHARES
Rene A. Rivero President, Treasurer	10752 S.W. 3rd St. No. 3 Miami, FL 33174	33.34%
Fernando Bolufer V.P., Secretary	13302 N.W. 1st Terrace Miami, FL 33186	33.33%
Alfredo Ferreiro Exec. V.P.	1193 N.W. 133rd Ct. Miami, FL 33182	33.33%


THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: July 23rd, 1996.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 23rd day of July, 1996.

ALARM CONSULTANTS, INC.

By


Rene A. Rivero
President

Sworn to and subscribed before me this
23rd day of July, 1996
by: Rene A. Rivero

Signature of Notary Public

Notary's Name, Printed, Stamped or Typed
Personally Known: or Produced ID
Type of ID produced

