

P96000045286

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 5/29/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN *5/29 12.00*
 Will Pick Up _____

RE: Security Audit
Systems, Inc. **53037**
MAY 29 AM 10:59

Capital Express™
 Art. of Inc. Filing
 Corp. Record Search
 Ltd. Partnership Filing
 Foreign Corp. Filing
 () Cert. Copy(s)

Art. of Amend. Filing
 Dissolution/Withdrawal
 C U S -
 Fictitious Name Filing

Name Reservation
 Annual Report/Restatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 Filing
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1996

CHARLES N. PURKEY
1935 EMPRESS CT.
NAPLES, FL 33942

SecurityPlus

The name SECURITY PLUS SYSTEMS, INC. has been reserved for 120 days beginning April 12, 1996. The reservation number is R96000001871 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 196A00016905

ARTICLES OF INCORPORATION
OF
SecurityPlus Systems, Inc.

FILED
96 MAY 29 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is SecurityPlus Systems, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

JANE YEAGER CHEFFY,
Attorney at Law
2375 Tamiami Trail North, Suite 207
Naples, Florida 33940
Phone: (941) 263-1130

The initial street address of the principal office of the corporation in the State of Florida will be: 2338 Immokalee Road, Suite 331, Naples, Florida 33942.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial director of this corporation is:

Charles N. Purkey
1935 Empress Court
Naples, FL 33942

Harold L. Purkey
85 Dingle Town Road
Greenwich, CT

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

Charles N. Purkey
1935 Empress Court
Naples, FL 33942.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of May, 1996.

Charles N. Purkey

Charles N. Purkey, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles N. Purkey, (*one of the following should be checked; if none are checked, he is personally known to me*) who is personally known to me, or has produced FL Drivers License as identification and who did take an oath, and is named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 28th day of May 1996.

[Signature]

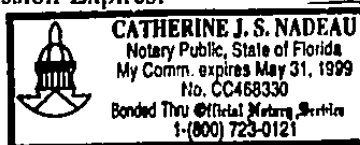
NOTARY PUBLIC

(SEAL)

Printed Name of Notary

My Commission Number is:

My Commission Expires:



FILED

APPOINTMENT OF RESIDENT AGENT 96 MAY 29 AM 11:00
STATE OF FLORIDA
DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

SecurityPlus Systems, Inc., a corporation under the laws of the State of Florida, with its principal office at: 2338 Immokalee Road, Suite 331, Naples, Florida 33942, has named JANE YEAGER CHEFFY, ESQ. as its resident agent to accept service of process within this State.

OFFICERS:

PRESIDENT - Charles N. Purkey
SECRETARY - Marie K. Purkey
TREASURER - Charles N. Purkey
VICE PRESIDENT - Harold L. Purkey

DIRECTORS:

Charles N. Purkey
Harold L. Purkey

DATED: May 28th, 1996

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JANE YEAGER CHEFFY