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*Attorneys At Law*

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*Marcus A. Castillo  
Lee L. Haas*

896000049961

June 4, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 12 AM 9:27  
Tel (813) 535-4544  
Fax (813) 535-5655

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

200001857132  
-06/11/96--01006--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Corporation

Gentlemen:

Enclosed is a check in the amount of \$122.50 for registration of Video I.D. Systems, Inc. Also included are the original Articles of Incorporation and certificates designating the resident agent and office.

Upon completion of the registration, please send us certified copies of documents.

If any further information is needed, or any other questions arise, please do not hesitate to contact my office at (813) 535-4544.

Sincerely,



Lee L. Haas

LLH:ls  
Enclosures

5/2  
6/12

**ARTICLES OF INCORPORATION**

**OF**

**VIDEO I.D. SYSTEMS, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is Video I.D. Systems, Inc.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence.

**ARTICLE III. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation and its mailing address is:

Video I.D. Systems, Inc.  
10027 Arrow Creek Road  
New Port Richey, Florida 34655

**ARTICLE V. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock with no par value.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

John A. Mondelli  
10027 Arrow Creek Road  
New Port Richey, Florida 34655

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The board of directors from time to time may move the registered office to any other address in the State of Florida.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE IX. INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

John A. Mondelli  
10027 Arrow Creek Rd  
New Port Richey, FL 34655

William F. Vengrofski  
8301 78th Terrace North  
Seminole, FL 34647

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE X. INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

John A. Mondelli  
10027 Arrow Creek Rd  
New Port Richey, FL 34655


#### **ARTICLE XI. INDEMNIFICATION**

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

#### **ARTICLE XII. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 4 day of June, 1996.

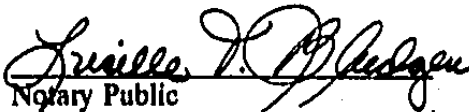
  
John A. Mondelli  
Incorporator

STATE OF FLORIDA     }

COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 4th day of June, 1996, by John A. Mondelli, who is personally known to me or who has produced a valid Florida driver's license as identification and who did/~~did not~~ take an oath.



  
Notary Public  
LUCILLE T. BLUDGEN  
Name Printed

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

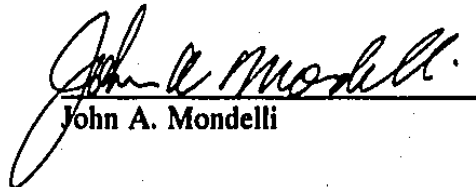
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SECRETARY OF CORPORATIONS  
96 JUN 10 AM 9:27

Pursuant to § 48.091, Florida Statutes, the following is submitted in compliance with  
said Statute:

That Video I.D. Systems, Inc. wishes to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation in the city of  
New Port Richey, County of Pasco, State of Florida and has named John A. Mondelli, 10027  
Arrow Creek Road, New Port Richey, Florida 34655, as its agent to accept service of  
process within this state.

**ACKNOWLEDGEMENT:**

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 provision of said Statute relative to keeping open said office.

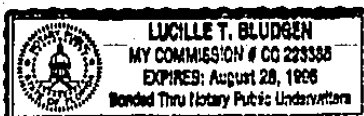
  
John A. Mondelli

STATE OF FLORIDA     )

COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 4th day of June, 1996,  
by John A. Mondelli who is personally known to me or who has produced a valid Florida  
driver's license as identification and who did/did not take an oath.

  
NOTARY PUBLIC



LUCILLE T. BLUDGEN  
Name-Printed