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LAW OFFICE OF

RICHARD D. SABA

2033 MAIN STREET, SUITE 303  
SARASOTA, FLORIDA 34237

RICHARD D. SABA

OF COUNSEL  
JAMES H. DEPIANT

MEMBERS  
FLORIDA AND COLORADO BAR

TELEPHONE  
(941) 952-0990  
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June 17, 1996

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

RECEIVED  
JUN 21 1996  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Fire Alarm & Electronics Engineering, Inc.

Gentlemen/Ladies:

Enclosed are the original and a duplicate original of the Articles of Incorporation for the above referenced corporation. Please file the same and return a certified copy to this office.

Our office check in the amount of \$122.50 is enclosed. This amount represents the filing fee, registered agent fee and certified copy charge.

Thank you for your attention to this matter. Should you have any questions, please contact this office.

Very truly yours,

*Richard D. Saba*

JUN 24 1996 BSB

RICHARD D. SABA

RDS:mal  
enc.

FILED  
95 JUN 21 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
**FIRE ALARM & ELECTRONICS ENGINEERING, INC.**  
A Florida Corporation

**FILED**

96 JUN 21 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **FIRE ALARM & ELECTRONICS ENGINEERING, INC.**, a Florida corporation.

**ARTICLE II - TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes Section 607.0203(1), the existence of the Corporation shall commence on the filing of these Articles with the Department of State. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III - NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

**ARTICLE IV - POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE V - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be 15 Crossroads, Suite 113, Sarasota, Florida 34239.

#### **ARTICLE VI - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 2033 Main Street, Suite 303, Sarasota, Florida 34237, and the name of the initial Registered Agent of this Corporation at that address is RICHARD D. SABA, ESQUIRE.

#### **ARTICLE VIII - DIRECTORS**

This Corporation shall have one (1) Director Initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The name and address of the Initial Director of this Corporation who shall serve until his successor is duly elected and qualified is:

##### NAME

##### ADDRESS

BRUCE MINGUS

15 Crossroads, Suite 113  
Sarasota, Florida 34239

#### **ARTICLE IX - SUBSCRIBER**

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

##### NAME

##### ADDRESS

RICHARD D. SABA

2033 Main Street, Suite 303  
Sarasota Florida 34237

#### **ARTICLE X - SPECIAL PROVISIONS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

#### **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

#### **ARTICLE XII - MORTGAGE OR PLEDGE OF ASSETS**

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

#### **ARTICLE XIII - PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

#### **ARTICLE XIV - REMOVAL OF DIRECTORS**

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 18<sup>th</sup> day of June, 1996.

Richard D. Saba  
RICHARD D. SABA

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of June, 1996,  
by RICHARD D. SABA, who is personally known to me.

Mary Ann Lozeau  
Notary Public Signature  
Printed Name MARY ANN LOZEAU  
My commission expires:



### ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; 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 the office as required by law.

Richard D. Saba  
RICHARD D. SABA  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA