

P96 0000 58999 Charter Number Only

7-12-96 Angelina

Rodriguez & Fernandez

Requestor's Name

63607 Bird Rd.

Address

MIAMI, FL 33155

City

State

ZIP

Phone

#667-4445

VALIDATION ONLY

FILED  
95 JUL 15 PM 12:48  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

EFFECTIVE DATE  
7-11-96

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\*\*\*122.50 \*\*\*122.50

Professional video & Access Control, Inc.

Empire Toll Free: 1-800-432-3028

☒ Profit

( ) NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

☒ Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

☒ Walk In

( ) Will Wait

☒ Pick Up

( ) Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

P. GHESSER JUL 15 1996

CR2E031 (RB-85)

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL VIDEO AND ACCESS CONTROL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

EFFECTIVE DATE  
7-11-96

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is PROFESSIONAL VIDEO AND ACCESS CONTROL Corporation, with its principal place of business located at 1351 Southeast 7th Avenue, Unit 203, Dania, FL 33004.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence on July 11, 1996, which is the date of subscription and acknowledgement of these Articles of Incorporation, which shall be filed with the Department of State within five (5) days hereof, exclusive of holidays.

ARTICLE III

NATURE OF BUSINESS

This corporation is organizing for the purpose of sale, installment, and consultation services regarding security cameras and access systems and transacting any and all lawful business. The corporation shall have all of the powers vested

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NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

in a corporation organized under and existing by virtue of the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 7,500 shares of common stock at a par value of one dollar per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

The corporation is authorized to redeem and/or involuntarily re-acquire any shares of outstanding common stock at book value upon majority vote of the outstanding common stock.

#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Maria A. Berry, Esq. The street address of the initial registered office of the corporation in the State of Florida is 6367 Bird Road, Miami, Florida 33155.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the by-laws of the corporation, but shall not be less than one (1) or more than seven (7).

The names and street address of the initial director is Niall Farrell, 1351 Southeast 7th Avenue, Unit 203, Dania, FL 33004.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Niall Farrell, 1351 Southeast 7th Avenue, Unit 203, Dania, FL 33004.

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX

##### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### ARTICLE X

##### TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the corporation and one (1) or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 11th day of July, 1996.

Niall Farrell  
Niall Farrell  
Incorporator

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              : ss  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Niall Farrell, who is personally known to me or who have produced driver's licenses as identification and who did execute the foregoing Articles of Incorporation, and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 11th day of July, 1996.

Angelina L. Rivero  
NOTARY PUBLIC, State of Florida at  
Large  
My Commission Expires:

