

P960000068369

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 \$ _____

FILED
 96 AUG 16 AM 11:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL AB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN
 Will Pick Up _____

RE: University Security
Monitoring Inc.

DIVISION OF CORPORATION

DISBURSED

_____ Capital Express SM	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
_____ () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U B.	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ 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, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
UNIVERSAL SECURITY MONITORING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is UNIVERSAL SECURITY MONITORING, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3510 NW 97th Boulevard, Gainesville, Florida, 32606, and the name of the initial registered agent of this corporation is JOHN A. PASTORE, JR. of 3510 NW 97th Boulevard, Gainesville, Florida 32606.

ARTICLE VII - BYLAWS

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

ARTICLE VIII - RESTRICTIONS ON TRANSFER

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the initial shareholders of this corporation.

ARTICLE IX - NO CUMULATIVE VOTING

At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by holders of ten (10%) percent of issued stock.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIII - DIRECTORS

Directors of this corporation need not be residents of Florida. The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors. There shall always be a minimum of one director.

ARTICLE XIV - OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

ARTICLE XV-INDEMNIFICATION

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

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVII - INCORPORATOR

The name and address of the incorporator and director of this corporation is:

JOHN A. PASTORE, JR.
3510 NW 97th Boulevard
Gainesville, FL 32606

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of August A.D., 1996.


JOHN A. PASTORE, JR.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments,
personally appeared JOHN A. PASTORE, JR. known to me to be the
person who executed the foregoing Articles of Incorporation, and
who produced

FLORIDA DRIVERS LICENSE P236-461-50-384-0

as identification and he acknowledged that he executed the Articles
of Incorporation for the purposes therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the State and County last aforesaid this 15TH day of
AUGUST A.D., 1996.



Notary Public

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

UNIVERSAL SECURITY MONITORING, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Gainesville, County of Alachua, State of Florida,, has named JOHN A. PASTORE, JR., of 3510 NW 97th Boulevard, Gainesville, Florida 32606, as its agent to accept service of process within Florida.

UNIVERSAL SECURITY MONITORING, INC.

By

John A. Pastore

Date

8-15-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

John A. Pastore
JOHN A. PASTORE, JR.

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95 AUG 16 AM 11:04
TALLAHASSEE, FLORIDA