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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GARTECH CORPORATION

AUDIT NUMBER.....H96000014638

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 17, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: GARTECH CORPORATION  
REF: W96000022153

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Dana Calloway  
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## ARTICLES OF INCORPORATION

## ARTICLES OF INCORPORATION

## OF

## SECURICOM SYSTEMS, INC.

THE UNDERSIGNED, subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be:

SECURICOM SYSTEMS, INC.

ARTICLE II  
TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate, in a lawful manner, a business engaged, among other things, in the production, purchasing, representation or otherwise acquire, sale, distribution or otherwise dispose of, import and export, as a wholesaler or retailer, all kind of machine, equipment, appliances, utensils, parts, components, accessories, electronic devices, furniture, housewares, as well as computers, television, radios stereo equipments, records, cassette tapes, video tapes, as well as recording services, telecommunication equipment, and the likes.

Joaquin M. Garcia  
5701 SW 94 Place  
Miami, FL 33173  
305-592-7470

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B) To construct, erect, repair and remodel buildings and structures of all types for itself and others, and to manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign transfer or otherwise dispose of; and to invest in, trade in, deal in and with goods, wares, merchandisc, personal property and services of every class, kind and description.

C) To purchase, lease or otherwise acquire real and personal property and leasehold thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights there under and interests herein.

D) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

F) To act as a broker, agent, or factor for any person, firm or corporation.

G) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation, or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public, or municipal body existing under the government of the United States, or any state, territory, colony, or dependency thereof, or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

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I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individuals; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions of the United States of America, and in any foreign countries.

J) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

#### ARTICLE IV CAPITAL STOCK

The maximum number of the shares that this Corporation is authorized to

have outstanding at any one time is 600 shares of common stock, each having \$1.00 par value.

The consideration to be paid for each share be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporator or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction or transfer:

A) Each shareholder shall offer to the remaining shareholders or to this Corporation a thirty (30) days "first refusal" option to purchase his stock, should he elect to sell his shares of capital stock of this corporation.

B) The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the

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Outstanding Capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

**ARTICLE V  
INITIAL CAPITAL**

The amount of capital with which this Corporation may begin business shall not be less than Six Hundred Dollars (\$600)

**ARTICLE VI  
DIRECTORS**

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The names and mailing addresses of the Initial Directors who shall hold office until their successors are elected and have qualified are as follows:

Joaquin A. Garcia  
14922 SW 69 Street  
Miami, FL 33193

Joaquin M. Garcia  
5701 SW 94 PL  
Miami, FL 33173-

Beatriz Garcia - 5701 SW 94 Pl, Miami, FL 33173

**ARTICLE VII  
SUBSCRIBERS**

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take are as follows:

Joaquin A. Garcia	200 shares
Joaquin M. Garcia	200 shares
Beatriz Garcia	200 shares

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**ARTICLE VIII  
OFFICERS**

The names, addresses and offices of the officers who will serve until the first election or appointment under these Articles of Incorporation are:

NAME	STREET ADDRESS	OFFICE
Joaquin A. Garcia	14922 SW 69 Street, Miami, FL	President
Joaquin M. Garcia	5701 SW 94 PL, Miami; FL	Vice President
Bertriz Garcia	5701 SW 94 PL, Miami, FL	Secretary/ Treasurer

**ARTICLE IX  
REGISTERED AGENT AND REGISTERED OFFICE**

The Corporation's Resident agent for service in the State of Florida shall be: Joaquin M. Garcia

The address of the Registered and principal office of this corporation shall be:

5701 SW 94 PL, Miami, FL 33173-1535

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**ARTICLE X  
AMENDMENTS**

This Corporation reserves the rights to amend, alter, modify, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

**ARTICLE XI  
INCORPORATOR**

The name and mailing address of the incorporator are as follows: Joaquin A. Garcia, 14922 SW 69 Street, Miami, FL 33193

IN WITNESS WHEREOF, the above-named Director, Incorporator, and Registered Agent has hereunto subscribed his name this

✓   
\_\_\_\_\_  
President, Director, Incorporator

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OCT-22-1996 09:57

EMPIRE CORPORATE KIT

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

H9600001463:

In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First-That SECURICOM SYSTEMS, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation at City of Miami (City)  
of Dade (County), State of Florida (State)  
has named Joaquin M. Garcia  
(Name of Resident Agent)  
located at 5701 SW 94 Place, Miami, FL 33173 1-35  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Miami (City), County of Dade (County)  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By Joaquin M. Garcia  
Signature  
Registered Agent

H9600001463: