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LAW OFFICES

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800 NORTH FERNCREEK AVENUE
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -3 AM 10:03

November 20, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

100002031421--6
-12/17/96--01137-015
***122.50 ***122.50

EFFECTIVE DATE

11-26-96

RE: American Home Safety Alliance, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

John G. Pierce
John G. Pierce

krl

Enclosures,

PAWP60\CLIENTS\HIRSCH\INCORPOR.DOC

685,615,671
W96-35401

D. BROWN DEC 13 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 4, 1996

JOHN G. PIERCE, ESQ.
800 NORTH FERNCREEK AVENUE
ORLANDO, FL 32803

SUBJECT: AMERICAN HOME SAFETY ALLIANCE, INC.
Ref. Number: W96000025401

We have received your document for AMERICAN HOME SAFETY ALLIANCE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 696A00054425

Enclosed
Enclosed
12.9.96

ARTICLES OF INCORPORATION

OF

AMERICAN HOME SAFETY ALLIANCE, INC.

EFFECTIVE DATE
11-26-96

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Article I - Name

The name of this corporation is AMERICAN HOME SAFETY ALLIANCE, INC.

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, 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 products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1232 Gina Court, Apopka, Florida 32703, and the name of the registered agent of this corporation at that address is Joseph R. Hirsch. The principal place of business and the mailing address of this corporation is 1232 Gina Court, Apopka, Florida 32703.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Joseph R. Hirsch
1232 Gina Court
Apopka, Florida 32703

Article VII - Incorporator

The name and address of the person signing these Articles is:

Joseph R. Hirsch
1232 Gina Court
Apopka, Florida 32703

Article VIII-By-laws

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

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors

by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

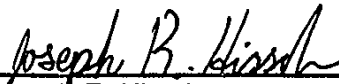
Article XI - Indemnification

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

Article XII - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of November, 1996.



Joseph R. Hirsch

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH R. HIRSCH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 26th day of November, 1996.

Karen Rhodes Lindgren
Notary Public - State of Florida

Commission/Expiration:



ASSIGNMENT OF RIGHTS TO SUBSCRIBE TO STOCK

The undersigned as Incorporator hereby assigns the right to subscribe to the capital stock of AMERICAN HOME SAFETY ALLIANCE, INC. to the following named person:

Joseph R. Hirsch



JOSEPH R. HIRSCH
Incorporator

Dated this 26 day of November, 1996

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

AMERICAN HOME SAFETY ALLIANCE, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1232 Gina Court, Apopka Florida 32703, has named Joseph R. Hirsch, whose mailing address is 1232 Gina Court, Apopka, Florida 32703 as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep 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 office as required by law.



Registered Agent