

P97000020791

Eugenio Reyes Jr
2340 West 74 Street
201
Hialeah, Florida 33016

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cait, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) 300002102373--1
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| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

MAR 6 1997

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FILE
FLORIDA

**ARTICLES OF INCORPORATION
OF
CAIT, INC.**

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SEC. OF STATE
TALLAHASSEE, FLORIDA

First Article:

The name of the corporation (hereinafter called the corporation) is Cait, Inc.

Second Article:

The duration of the corporation shall be perpetual.

Third Article:

The purpose for which the corporation is organized, which shall include the transaction of any lawful business for which corporations may be incorporated under the provisions of the State of Florida Stock Corporation Act, are as follows:

To provide cable and alarm installation services, and to market and sell cable and alarm products.

Fourth Article:

The total umber of shares of capital stock which the corporation has authority to issue is 10,000 divided into 1000 shares of Class A Series A common stock with \$.01 par value and 9,000 shares of Class A Series B preferred stock with no par value.

The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A Series A common stock shall possess all voting powers for all purposes including, by the way of illustration and not of limitation, the election of directors, and holders of Class A Series B preferred stock shall have no vote or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notifications as to any meeting of the Board of Directors or the stockholders.

Fifth Article:

1. Class A Series B shall have preference of 6% of the current market value of the shares.

Class A Series B shall be participating stock.

2. The corporation has the right to be able to buy back and retire its preferred shares at 110% of current book value of the preferred shares, and to issue in exchange either preferred or common stock shares with different provisions but no voting power.
3. Class A Series A common shares are restricted by a Shareholder's Agreement.

Sixth Article:

1. The Shareholders of record shall have a preemptive rights on any new shares been issued, of the class and series which they are holders of, but no shareholder shall have a preemptive right to a class and series of shares which they don't own any of.
2. To create any more Class A Series A common stock would require an amendment to the corporation's Articles approved by two-thirds of the corporation's voting shares.

Seventh Article:

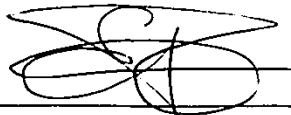
1. There shall be a requirement of greater-than-majority quorum for shareholders' and directors' meetings.
2. The corporation shall, to the fullest extent permitted by the provisions of the State of Florida Stock Corporation Act., as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to actions in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
3. Directors shall be shareholders over 18 years of age.

Eighth Article:

1. The principal office of the corporation is located at 2340 West 74th Street #201, Hialeah, Florida 33016.
2. The post office address of the initial registered office of the corporation in the State of Florida is the same as the corporations mailing address at 2340 West 74th Street #201, Hialeah, Florida 33016. The name of the county or city in the State of Florida in which said registered office of the corporation is located in the county or city of Dade.

The name of the initial registered agent of the corporation at such address is Eugenio A. Reyes, Jr.

"I hereby am familiar with and accept the duties and the responsibilities as registered agent for Cait, Inc.":



Eugenio A. Reyes, Jr., Registered Agent

Ninth Article:

The number of directors constituting the initial Board of Directors of the corporation is two (2).

The name and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Board of Directors

Chairman - Eugenio A. Reyes, Jr.
2340 West 74th Street
#201
Hialeah, Florida 33016


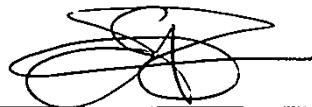
Secretary - Rigoberto Rodriguez
9103 N.W. 146 Te
Miami, Florida 33018

Tenth Article:

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

I, Eugenio A. Reyes, Jr., a resident of the State of Florida, with my principal business street address at 2340 West 74th Street, Hialeah, Florida 33016, after having read and understood these Articles of Incorporation, am signing below in the capacity of incorporator for Cait, Inc.

Signed on


2/28/97

Eugenio A. Reyes, Jr., Incorporator for Cait, Inc.

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STATE
TALLAHASSEE, FLORIDA