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Ron A. Howell
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Tampa, Florida 33617-6055
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February 28, 1997

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*****70.00 *****70.00

Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are the articles of incorporation for

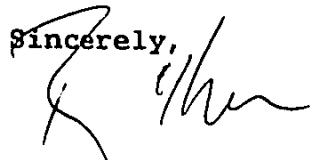
Panther Security, Inc.

along with a check for \$ 70.00 to cover the filing fees.

Please file these as soon as possible. If you have any questions,
please call us.

Thank you.

Sincerely,



Ron A. Howell
Certified Public Accountant

3/2/97

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PANTHER SECURITY, INC.

The undersigned hereby adopts the following Articles of Incorporation:

Article 1

The general nature and business purpose of the corporation is to sell security systems and related services to the general public and also to conduct any lawful business activity permitted by Florida law.

Article 2

The name of the corporation shall be Panther Security, Inc.

Article 3

The corporation shall have a maximum of 5,000 shares of authorized capital stock issued and outstanding at any one time.

Article 4

The effective date of the corporation shall be upon acceptance of this document and filing by the Secretary of State of the State of Florida, Division of Corporations.

Article 5

The principal place of business and the initial address of the corporation shall be 12651 South Dixie Highway, Suite 401-A, Miami, Florida 33156.

Article 6

The mailing address of the corporation shall be 12651 South Dixie Highway, Suite 401-A, Miami, Florida 33156.

Article 7

The incorporator of the corporation along with his address shall be as follows:

Victor Cancio
14717 SW 113 Lane
Miami, FL 33196

Article 8

The resident registered agent of the corporation shall be Victor Cancio and the initial resident registered office of the corporation shall be 12651 South Dixie Highway, Suite 401-A, Miami, Florida 33156.

Article 9

The corporation shall have perpetual existence.

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Article 10

The business of the corporation shall be managed by the stockholders and their shall be no directors.

Article 11

The corporation shall have a President, Vice-President, Secretary and Treasurer. One individual may fill all positions.

The undersigned incorporators hereby make, subscribe, acknowledge and file these articles with the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida on this 28th day February 1997.

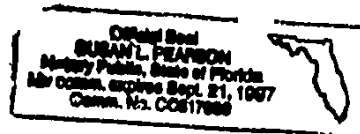


Victor Cancio, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day February 1997 by Victor Cancio who personally produced a Florida Drivers license as identification and who did take an oath.

Notary Public:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

First that Panther Security, Inc. qualifies under the laws of Florida with its principal place of business at 12651 South Dixie Highway, Suite 401-A, Miami, Florida 33156 and names Victor Cancio, located at the same address, as its agent to accept service of process.

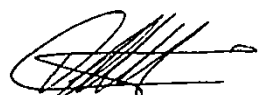


Victor Cancio, Incorporator
and resident registered agent

Date: 12 2-28-97

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CLERK

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 duties of such office.



Victor Cancio, Incorporator
and resident registered agent

Date: 2-28-97