



P97000034174

ACCOUNT NO. : 072100000032

REFERENCE : 328964 4306424

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$122.50

ORDER DATE : April 14, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 328964-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

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DOMESTIC FILING

NAME: GUARDIAN INTERNATIONAL OF
South FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

W97-8546

APR 15 1997

FILED
97 APR 14 AM 10:59
TALLAHASSEE FLORIDA

RECEIVED
97 APR 14 AM 9:56
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: GUARDIAN INTERNATIONAL OF FLORIDA, INC.
Ref. Number: W97000008546

RECEIVED

97 APR 15 AM 8:45

DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date

We have received your document for GUARDIAN INTERNATIONAL OF FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00018578



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

We have received your document for GUARDIAN INTERNATIONAL OF SOUTH FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00018871

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32307

97 APR 15 PM 4:47

RECEIVED

ARTICLES OF INCORPORATION
OF
GUARDIAN INTERNATIONAL OF SOUTH FLORIDA, INC.

FILED
97 MAR 11 AM 11:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Guardian International of SOUTH FLORIDA, INC.
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the initial registered agent of the Corporation at that address is CORPORATION SERVICE COMPANY.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 3880 N. 28th Terrace, Hollywood, Florida 33020-1118.

ARTICLE VI - INCORPORATOR

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

Brian L. Heller, Esq.
200 South Biscayne Boulevard
Miami, Florida 33131

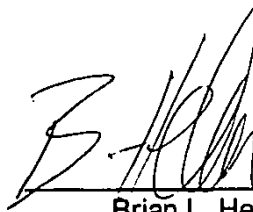
ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

Harold Ginsburg
3880 N. 28th Terrace
Hollywood, FL 33020

Richard Ginsburg
3880 N. 28th Terrace
Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of April, 1997.



Brian L. Heller, Esq., Incorporator

FILED
97 APR 11 AM 11:00
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GUARDIAN INTERNATIONAL OF SOUTH FLORIDA, INC.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box NOT acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE

APRIL 15, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314