

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

1. National Theft Deterrent Systems
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #)

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3. _____
(Corporation Name) (Document #)

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

4. _____
(Corporation Name) (Document #)

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STATE OF FLORIDA
TALLAHASSEE

NEW FILINGS	
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<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

97 APR 22 PM 1:19
JANUARY 1997
STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
NATIONAL THEFT DETERRENT SYSTEMS, INC.**

FILED
97 APR 28 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: National Theft Deterrent Systems, Inc. The street address of the initial principal office of this corporation shall be 2200 W. Commercial Blvd., Suite 300, Fort Lauderdale, FL 33309.

ARTICLE II. DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$.01	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2200 W. Commercial Blvd., Suite 300, Fort Lauderdale, FL 33309 and the name of the initial registered agent of the corporation at that address is Pasquala Celentano.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, unless the shareholders shall, by majority vote hereafter, increase the number of directors or determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Jordan Zimmerman
2200 W. Commercial Blvd., Suite 300
Fort Lauderdale, FL 33309

Pasquala Celentano
2200 W. Commercial Blvd., Suite 300
Fort Lauderdale, FL 33309

ARTICLE VII. OFFICERS

The board of directors shall appoint a president, one or more vice presidents, a treasurer, a secretary and such other officers as deemed appropriate, all of whom shall serve at the discretion of the board of directors. The initial officers of the corporation, who shall hold office for the first year or until their successors are duly appointed and qualified, shall be:

Pasquala Celentano - President
Jordan Zimmerman - Vice President
Terry Laughridge - Vice President
Allan Wentnick - Vice President
David Valdes - Treasurer and Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Pasquala Celentano
2200 W. Commercial Blvd., Suite 300
Fort Lauderdale, FL 33309

ARTICLE IX. LIMITED LIABILITY

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 21 day of April, 1997.

By: 
Pasquella Celentano, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of National Theft Deterrent Systems, Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 21 day of April, 1997.


Pasquella Celentano

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SECRETARY OF STATE
TALLAHASSEE FLORIDA