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5/27/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AUTO SECURITY PLUS, INC.

AUDIT NUMBER.....H97000008661

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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CORPORATIONS
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OE

I. NAME

II. Duration

III. Capital Stock

IV. INITIAL REGISTERED OFFICE AND AGENT

Todd Schuyler

Prepared by:

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V. PURPOSE

The general purpose for which the corporation is organized is for auto alarms. Purpose and shall include any and all business for which corporation may be incorporated under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Todd Schuyler.....President / COO / Director
13525 SW 137 Avenue /Miami, Fl 33186

VII. INCORPORATOR

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

Todd Schuyler.. (sn#263-81-8701)
13525 SW 137 Ave
Miami, Fl 33186



VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

IX. INDEMNIFICATION

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

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X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

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 is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or share-holders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

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XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

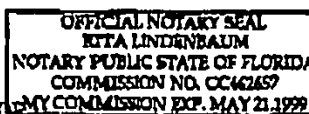
State of Florida }
County of Dade } SS:

BEFORE ME, the undersigned authority, personally appeared _
Todd Schuyler_____ and _____, and to me
known to be the persons who executed the foregoing Articles of
Incorporation, and acknowledged to and before me that they executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this ____ 21 ____ day of ____ May ____ 1997.

Rita Lindenbaum

Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS (EMPLOYEE)
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In
pursuance of the Florida Statutes, the following is submitted in
compliance with said Act:

First - That "Auto Security Plus, Inc."
desiring to organize under the laws of the State of Florida with its
principal offices, as indicated in the Articles of Incorporation,
State of Florida has named as its agent to accept service within this
state,

Todd Schuyler located at
13525 SW 137 Avenue
Miami, FL 33186

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

Todd Schuyler
Todd Schuyler, Registered Agent

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