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UNITED-MAXIMUM SECURITY SYSTEMS INC. STATE

7402 North 56th Street

Suite 720

Tampa, Florida 33617

(813) 980-2680

June 10, 1997

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***122.50 ***122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

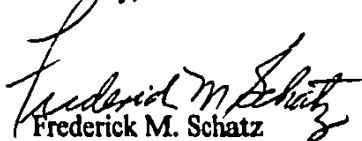
Dear Sir:

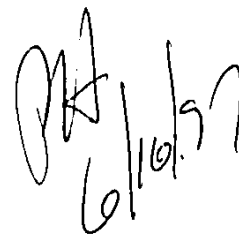
Enclosed is the original and one copy of the Articles of Incorporation of United-Maximum Security Systems Inc.

A check for \$122.50 is enclosed for the filing and certified copy. We are also enclosing a self-addressed envelope for the return mail to our Post Office box in care of Mr. Frederick M. Schatz, P. O. Box 270359, Tampa, Florida 33688.

We appreciate your prompt attention on this matter and if there are any questions, please advise.

Sincerely,


Frederick M. Schatz



ARTICLES OF INCORPORATION
OF
UNITED-MAXIMUM SECURITY SYSTEMS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, and acknowledge and file with the Secretary of State of Florida these Articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation shall be:

UNITED-MAXIMUM SECURITY SYSTEMS INC.

ARTICLE II EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III PURPOSES

The corporation may engage in the transaction of any or au lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV POWERS

The corporation shall have power:

- (a) To have a corporate seat which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and to use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statues.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(g) To lend money for its corporate purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find win be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentives and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at its death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprises.

- (p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 7402 N. 56th Street Suite 720, Tampa, Florida. 33617 and the name of the corporation's initial registered agent at such address is Frederick M. Schatz. The corporation may change its registered office or its registered agent, of both, by filing with the Department of State of the State of Florida a statement complying with Section 607.0501 or 617.0501, Florida statutes.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Frederick M. Schatz	7402 N. 56th Street Suite 720 Tampa, Florida 33617.

ARTICLE VIII INCORPORATOR

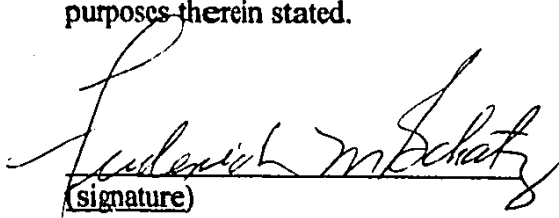
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
<u>Frederick M. Schatz</u>	7402 N. 56th Street Suite 720 Tampa, Florida 33617

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

In witness whereof I, the undersigned, have executed these Articles for the uses and purposes therein stated.


(signature)
FLDL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, on this 12 day of June 1997, Frederick M. Schatz, Florida drivers license number S320-253-40-418-0 personally appeared to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledge to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION OF

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REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

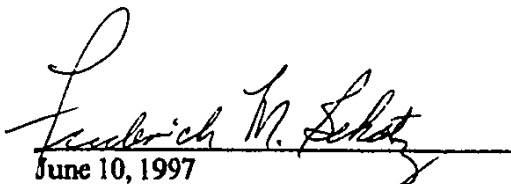
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: UNITED-MAXIMUM SECURITY SYSTEMS INC.

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

FREDERICK M. SCHATZ
7402 N. 56th STREET SUITE 720
TAMPA, FLORIDA 33617

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.


June 10, 1997

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