

8970 0.0055656

MORRIS & BERNARD
ATTORNEYS AT LAW

JEFFERY B. MORRIS
BOARD CERTIFIED CIVIL TRIAL LAWYER
PERSONAL INJURY
WRONGFUL DEATH

LAWRENCE J. BERNARD
REAL PROPERTY
PROBATE

June 10, 1997

RIVERSIDE OFFICE
2064 PARK STREET
JACKSONVILLE, FLORIDA 32204
(904) 384-8488
FAX (904) 384-0664

NORTHSIDE OFFICE
1403 DUNN AVENUE
SUITE 20
JACKSONVILLE, FLORIDA 32218
(904) 751-6980
FAX (904) 751-6983

PLEASE REPLY TO
RIVERSIDE OFFICE

Secretary of State
Department of Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002211408--8
-06/13/97--01046--014
*****70.00 *****70.00

Re: Articles of Incorporation for
TRUTECH SECURITY AND SURVEILLANCE

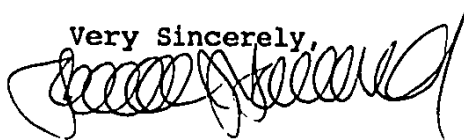
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/jlm
Enclosures
art\sec-state.ltr

097-13996
JUN 24 1997
FILED
97 JUN 24 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

LAWRENCE J. BERNARD, ESQ.
2064 PARK STREET
JACKSONVILLE, FL 32204

SUBJECT: TRUTECH SECURITY AND SURVEILLANCE
Ref. Number: W97000013996

We have received your document for TRUTECH SECURITY AND SURVEILLANCE and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 897A00032058

6/19/97

Thank you -

MORRIS & BERNARD
2064 PARK STREET
JACKSONVILLE, FLORIDA 32204
904-384-8488

FILED

ARTICLES OF INCORPORATION

97 JUN 24 AM 9:00

OF

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

TRUTECH SECURITY AND SURVEILLANCE, INC.
a Florida corporation

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: TRUTECH SECURITY AND SURVEILLANCE, INC., a Florida corporation. The address of the principal office of the corporation is: 10849 Hampton Road, Jacksonville, Florida 32257.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

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

DIANNE HARRIS
10849 Hampton Road
Jacksonville, Florida 32257

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Dianne Harris	150
Daniel Purvis	150

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10849 Hampton Road, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at this address is Dianne Harris.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially.

The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The names and addresses of the initial directors of this corporation are:

Dianne Harris, 10849 Hampton Road, Jacksonville, Florida 32257

Daniel Purvis, 3743 Eve Drive E., Jacksonville, Fl 32246

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary -
& Treasurer

Dianne Harris
10849 Hampton Road
Jacksonville, Fl 32257

Vice-President -

Daniel Purvis
3743 Eve Drive E.
Jacksonville, Fl 32246

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

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

ARTICLE FOURTEEN

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

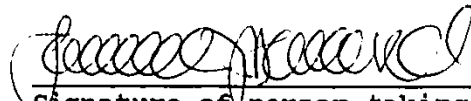
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 1997.


Dianne Harris

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 6th day of June, 1997, by Dianne Harris, who has produced Florida Driver's License as identification.


Signature of person taking acknowledgment

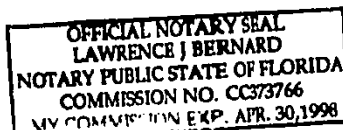
LAWRENCE J. BERNARD

Printed name of person taking acknowledgment

Notary Public State of Florida

Expiration Date of Commission:

Commission Number:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that TRUTECH SECURITY AND SURVEILLANCE, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Dianne Harris, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the 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 office open.


Dianne Harris

FILED
97 JUN 24 AM 9:00
STATE
TALLAHASSEE, FLORIDA