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McCAFFREY & RAIMI, P.A.
5811 PELICAN BAY BOULEVARD, SUITE 206-A
NAPLES, FLORIDA 34108
(941) 514-2800
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August 7, 1997

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Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
97 AUG 11 AM 7:38
DIVISION OF CORPORATIONS

Re: Filing of Articles of Amendment and Articles of Incorporation

Dear Sir/Madam:

My clients, EXECUTIVE ELECTRONICS OF SOUTHWEST FLORIDA, INC., a Florida corporation, and its sole shareholders, Duane J. and Linda Tabor, desire to change the name of their corporation to "Executive Electronics of Naples, Inc." and to form a new corporation using the name "Executive Electronics of Southwest Florida, Inc. In furtherance of that goal, I am including for filing the following documents and checks to cover fees:

1. Documents to change the name of the existing corporation (Please file these first):
 - a. Articles of Amendment reflecting the change of corporate name to "Executive Electronics of Naples, Inc."
 - b. A check for \$87.00 payable to the Secretary of State to cover the filing fee and the cost of a certified copy of the Articles of Amendment.
2. Documents to establish a New Corporation named "Executive Electronics of Southwest Florida, Inc."

LFS
8-12-97

FILED
97 AUG 11 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SARASOTA OFFICE: 1800 SECOND STREET • SUITE 753 • SARASOTA, FLORIDA 34236
(941) 957-0733 • (941) 957-0449 (FAX)

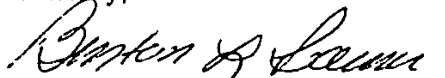
Secretary of State, State of Florida
Division of Corporations
Tallahassee, FL 32399
August 7, 1997
Page 2

- a. Articles of Incorporation.
- b. A check for \$122.00 to cover the cost of filing the Articles, the Registered Agent Designation fee, and the cost of a certified copy of the Articles of Incorporation.

Please file the Articles of Amendment for the existing corporation and then the Articles of Incorporation for the new corporation. Please return the certified copies and the Secretary of State's certificates to me at the address shown above. If you have any questions or require any additional information, please do not hesitate to call me at 941-957-0733.

Thank you for your attention to this matter.

Sincerely,


Burton L. Raimi

enclosures

cc: Duane Tabor (w/o enclosures)

ARTICLES OF INCORPORATION

OF

EXECUTIVE ELECTRONICS OF SOUTHWEST FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, hereby adopts these articles to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be EXECUTIVE ELECTRONICS OF SOUTHWEST FLORIDA, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of conducting an alarm services business and to provide all services related thereto. This corporation may also engage in any other lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including the power and right:

- A. To change the Certificate of Incorporation at any time pursuant to law and the By-laws;
- B. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-laws, and without the necessity of amending the Certificate of Incorporation;
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;
- D. To purchase and acquire, in accordance with law and the By-laws, any or all of its shares.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 10,000 shares of common stock par value \$.001 per share.
- B. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
 - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and

holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other person, corporation, trust, or other entity and receive payment therefor in cash, stock or obligations of such other person, corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the

United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-laws, but shall never be less than one.

The business and affairs of the Corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By laws of the Corporation.

The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Duane J. Tabor
2098 J & C Boulevard
Naples, Florida 33942

Linda N. Tabor
2098 J & C Boulevard
Naples, Florida 33942

ARTICLE VI. INDEMNIFICATION

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

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 2098 J & C Boulevard, Naples, Florida 33942. The name and address of this corporation's registered agent shall be: 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34908.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Burton L. Raimi.

ARTICLE VIII. INCORPORATOR

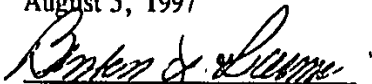
The name and address of the individual who shall serve as this corporation's incorporator is: Burton L. Raimi, 5811 Pelican Bay Boulevard, Naples, Florida 34908.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

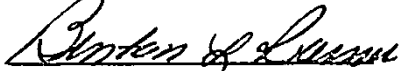
IN WITNESS WHEREOF, the undersigned subscriber executes these articles of incorporation on the date indicated:

August 5, 1997


Burton L. Raimi, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of EXECUTIVE ELECTRONICS OF SOUTHWEST FLORIDA, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for EXECUTIVE ELECTRONICS OF SOUTHWEST FLORIDA, INC.

August 5, 1997



Burton L. Raimi - Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA