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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ELECTRONIC SELF PROTECTION, INC

AUDIT NUMBER.....H97000013686

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

ELECTRONIC SELF PROTECTION, INC.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be: ELECTRONIC SELF PROTECTION, INC., and the principal place of business is: 625 South Lincoln, Steamboat Springs, Colorado 80477.

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose to buy, sell, manufacture, import, export, lease electronic equipment and devices and for any and all other lawful purposes permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One and no/100 (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V. INITIAL REGISTERED AGENT

The initial Registered Agent of this Corporation is BRUCE L. HOLLANDER, ESQUIRE, and the Registered Agent's address is: 901 South State Road 7, Penthouse C, Hollywood, FL 33023.

Bruce L. Hollander, P.A.
901 South State Road 7
Penthouse C
Hollywood, FL 33023
(954) 964-8000
FBN 162665

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ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but never less than one. The names and addresses of the initial Directors of this Corporation are:

JEFFREY GOLSTEIN
625 South Lincoln
Steamboat Springs, CO 80477

SCOTT FINKELSTEIN
P.O. Box 882621
Steamboat Springs, CO 80488

BRUCE L. HOLLANDER
901 South State Road 7
Penthouse C
Hollywood, FL 33023

ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

SCOTT FINKELSTEIN
P.O. Box 882621
Steamboat Springs, CO 80488

President

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BRUCE L. HOLLANDER
901 South State Road 7
Penthouse C
Hollywood, FL 33023

Vice-President

JEFFREY GOLSTEIN
625 South Lincoln
Steamboat Springs, CO 80477

Secretary/Treasurer

ARTICLE IX. INCORPORATOR

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

BRUCE L. HOLLANDER
901 South State Road 7
Penthouse C
Hollywood, FL 33023

ARTICLE X. BY-LAWS

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

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE XII. CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by written notice delivered to each Shareholder five (5) business days prior to the meeting date.

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ARTICLE XIII. SHAREHOLDER QUORUM AND VOTING

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

If a quorum is present, the affirmative vote of Fifty-One (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

ARTICLE XIV. DIVIDENDS

Dividends may be paid to Shareholders (only out of the unreserved and unrestricted earned surplus of this Corporation).

ARTICLE XV. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of the Corporation.

ARTICLE XVI. DIRECTORS' TERMS

The Shareholders of this Corporation shall not be entitled to remove any Director from office during his term.

ARTICLE XVII. DIRECTOR QUORUM AND VOTING

Fifty-One (51%) percent of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the Directors present shall be the act of the Board of Directors.

ARTICLE XVIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference

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telephone, as provided by law.

ARTICLE XVIX. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XX. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former office or director, to the fullest extent permitted by law.

ARTICLE XXI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of August, 1997.

Witnesses:

Barbara Nichols
Barbara Nichols
LYBBA MCGHIE

B. Hollander
BRUCE L. HOLLANDER
Subscriber/Incorporator

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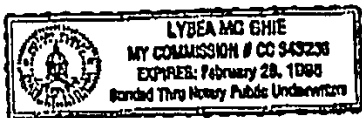
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments personally appeared, BRUCE L. HOLLANDER, (who is personally known to me) or who produced Florida Driver's License No. _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of August, 1997.


NOTARY PUBLIC



LYBEA MCGHIE
(Notary Printed Name)

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY ACCEPT the designation as Resident Agent for
ELECTRONIC SELF PROTECTION, INC.

Dated this 19th day of August, 1997.


BRUCE L. HOLLANDER
Resident Agent

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