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Jennifer L. Schechtman P.A.

CERTIFIED PUBLIC ACCOUNTANT

9050 PINES BOULEVARD, SUITE 385-A
PEMBROKE PINES, FL 33024
BROWARD 954/437-0700
DADE 305/625-9779
FAX 954/436-8195

August 04, 1997

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*****78.75 *****78.75

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

Re: STATE ALARM, FIRE & ELECTRIC, INC.
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of STATE ALARM, FIRE & ELECTRIC, INC. along with a check in the amount of \$78.75 for the filing fees. Please forward to me the third copy after it has been stamped "filed".

Thank you for your attention in this matter.

Sincerely,

Kimberly May
Kimberly May
enclosures

FILED
97 SEP -8 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP - 9 1997

TRANSMITTAL LETTER

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

SUBJECT: STATE ALARM, FIRE & ELECTRIC, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: c/o JENLIFER L. SCHECHTMAN
Name (printed or typed)

9050 PINES BLVD., SUITE# 385-A
Address

PEMBROKE PINES, FL, 33024
City, State & Zip

954/437-0700
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
STATE ALARM, FIRE & ELECTRIC, INC.**

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

I

The name of this corporation shall be STATE ALARM, FIRE & ELECTRIC, INC. and the principal place of business shall be 19110 SW 128th COURT, MIAMI, FLORIDA 33177.

II

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

III

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

IV

The initial address of this corporation shall be 19110 SW 128th COURT, MIAMI, FLORIDA 33177 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be JOSEFINA RUBIO, 19110 SW 128th COURT, MIAMI, FLORIDA 33177.

V

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

VI

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

VII

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

VIII

The name and address of the first Board of Directors is as follows:

JOSEFINA RUBIO
REY RUBIO
19110 SW 128th COURT
MIAMI, FLORIDA 33177

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE ALARM, FIRE & ELECTRIC, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of MIAMI, FLORIDA has named JOSEFINA RUBIO, 19110 SW 128th COURT, MIAMI, FLORIDA 33177 in the county of DADE, State of Florida, as its agent to accept service of process within Florida.


JOSEFINA RUBIO, CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.


JOSEFINA RUBIO, REGISTERED AGENT

STATE OF FLORIDA)
SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOSEFINA RUBIO, who after being by me first duly sworn, deposed and stated that she is the person who executed the above acceptance of designation as registered agent for the purposes therein expressed.

Witness my hand and seal in the state and county first aforesaid this 27 day of AUGUST, in the year 1997.

KIMBERLY D. [unclear]
Notary Public, State of Florida
My Comm. expires Aug 24, 1998
No. CC402042


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: _____