

S

11:07 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000015489 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WEB ALARM SYSTEMS, CORP.

AUDIT NUMBER.....H97000015489

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:08:06

(7)

Dmc
9/18/97

FILED
97 SEP 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1)

H97000015489

CERTIFICATE OF INCORPORATION
OF
WEB ALARM SYSTEMS, CORP

FILED

97 SEP 18 PM 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is : Web Alarm Systems, Corp.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Prepared by:
Carlos Solano
1233 Altan Rd.
Miami Beach, FL 33139
(305) 674-1681

H97000015489

H97000015489

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$200.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business and deposit into a bank account is \$ 1,000.00 (One Thousand 0/100).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 6950 N.W 173 Dr. Miami, Fl. 33015. The board of directors may from time to time move the principal office to any other office in Florida.

H97000015489

H97000015489

ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Giuseppe Di Fede
6950 N.W. 173 Dr. Miami Fl. 33015

President

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 6950 NW 173 Dr. Miami, Fl 33015, and the registered agent being Giuseppe Di Fede.

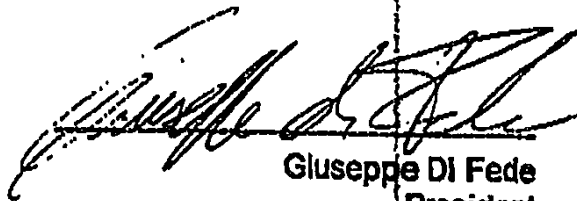
ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board

H97000015489

H97000015489

stockholders meeting by a majority of the stock entitled to vote thereon.

A handwritten signature in dark ink, appearing to read 'Giuseppe Di Fede', is written over a horizontal line.

Giuseppe Di Fede
President
Secretary

H97000015489

H97000015489

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON PROCESS MAY BE SERVED.**


In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Web Alarm Systems, Corp. desiring to organize or
qualify under the laws of the State of Florida with its principle office, as
indicated in the articles of incorporation at city of Miami, county of
Dade, and state of Florida has hereby named Giuseppe Di Fede of
6950 N.W 173 Dr., Miami, Fl. 33015, as its agent to accept services
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 agree to act in this capacity, and I further agree to comply
with the provision of said act relative to keeping open said office.


Giuseppe Di Fede
Register Agent.

H97000015489

FILED
SEP 18 PM 12:40
TALLAHASSEE, FLORIDA

H97000015489

STATE OF FLORIDA
COUNTY OF DADE) SS

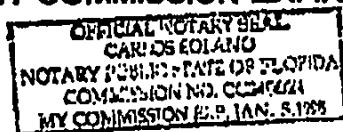
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Giuseppe Di Fede of Web Alarm Systems, Corp. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 17th day of the month of September, 1997.


NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:



H97000015489