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P. 03

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TYPE: EFIL01

CORPORATE NAME: ALLSAFE SECURITY SYSTEMS, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (904) 358-2199

MAILING NAME/ADDRESS: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER,

1 INDPNDT. DR., STE.2000

PO BOX 1559

JACKSONVILLE

FL 32201-

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CERTIFICATE(S) REQUESTED: NO

ESTIMATED CHARGES: \$122.50

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ATTN: BECKY

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.

ACCT#: 070372002675

CONTACT: ~~BETTY WILSON~~ SUSAN COLEMAN

PHONE: (904) 354-4141

FAX #: (904) 358-2199

NAME: ALLSAFE SECURITY SYSTEMS, INC.

AUDIT NUMBER.....H97000016287

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.

ACCT#: 070372002675

CONTACT: BETTY WILSON

McKnight OCT 01 1997

OCT-01-87 WED 10:12 AM KIRSCHNER MAIN ET AL

FAX NO. 9043582189

P. 04

Barry C. Averitt, Esq.
P. O. Box 1559
Jacksonville, FL 32201-1559
(904) 354-4141
Florida Bar #298530
H970000162879

ARTICLES OF INCORPORATION
OF
ALLSAFE SECURITY SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ALLSAFE SECURITY SYSTEMS, INC. and the principal place of business address of the Corporation is 8640 Philips Highway, Suite 7, Building 1, Jacksonville, Florida 32256.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes this Corporation shall commence upon the date of execution of the Articles of Incorporation. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 100,000 shares of Common Stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 2000, One Independent Drive, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Kirschner, Main, Graham, Tanner & Demont, Professional Association.

Barry C. Averitt, Esq.
P. O. Box 1559
Jacksonville, FL 32201-1559
(904) 354-4141
Florida Bar #298530
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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of the persons who are to serve as the members thereof are:

<u>Name</u>	<u>Address</u>
Paul F. Sargenti	2301 Camino Ramon Suite 100 San Ramon, CA 94583
Susan L. DellaPenta	2301 Camino Ramon Suite 100 San Ramon, CA 94583

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Barry C. Averitt, Esq.	Kirschner, Main, Graham, Tanner & Demont One Independent Drive Suite 2000 Jacksonville, FL 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 1997.



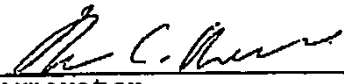
BARRY C. AVERITT

B970000162879

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ALLSAFE SECURITY SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association, with offices at Suite 2000, One Independent Drive, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.



Incorporator
Barry C. Averitt

Date: October 1, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kirschner, Main, Graham, Tanner & Demont, Professional Association, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Kirschner, Main, Graham,
Tanner & Demont, Professional
Association

By: 

Barry C. Averitt, Vice President

Date: October 1, 1997

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