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11/05/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000018392 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: LIFEGARD SECURITY INTERNATIONAL, INC.

AUDIT NUMBER.....H97000018392

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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R. CHANDLER

NOV 5 1997

**ARTICLES OF INCORPORATION
OF
LIFEGARD SECURITY INTERNATIONAL, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Lifeguard Security International, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Business address
8322 NW 7th Street
Miami, FL 33126

Mailing address
11762 N Kendall Drive # 209
Miami, FL 33186

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Luis F. Gomez
8322 NW 7th Street
Miami, FL 33126

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

Prepared by: Domingo Alonso
250 Valencia Avenue
Coral Gables, FL 33134
(305) 448-3898

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Luis F. Gomez
8322 NW 7th Street
Miami, FL 33126

ARTICLE VIII - PREEMPTIVE RIGHTS


Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Luis F. Gomez
8322 NW 7th Street
Miami, FL 33126

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Luis F. Gomez
President
State of Florida

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BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

LUIS GOMEZ
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State. above written this 5
day of Nov, 1997



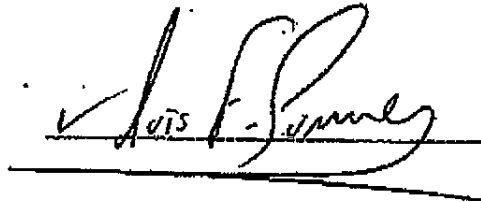
NOTARY PUBLIC, State of Florida

My commission expires:



PILAR P. ALONSO
My Commission QC343368
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



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TALLAHASSEE, FLORIDA