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December 12, 1997

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32315

100002372771--1
-12/16/97--01019--013
***122.50 ***122.50

RE: Absolute Alarm Company

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation along with its Designation of Registered Agent. My firm check in the sum of \$122.50 is also enclosed for your filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,

Mickie Kelly
Mickie Kelly, Legal Secretary
to Jack G. Williams

/mk

Enclosures: as referenced

W-49
FILED
29 DEC 26 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 26 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

MICKIE KELLY LEGAL SECRETARY
502 HARMON AVE
PANAMA CITY, FL 32401

SUBJECT: ABSOLUTE ALARM COMPANY
Ref. Number: W97000028149

We have received your document for ABSOLUTE ALARM COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00059326

ARTICLES OF INCORPORATION
OF
ABSOLUTE ALARM COMPANY

FILED
97 DEC 26 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is Absolute Alarm Company.

ARTICLE II. - NATURE OF BUSINESS

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

ARTICLE III. - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 200 (Two Hundred) shares of common stock, each share having the par value of \$1.00 (One and No/100).

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED
OFFICE AND AGENT

The principal office of this corporation is 3128 Amanda Circle, Panama City, Florida 32404. The street address of the initial registered office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Jack G. Williams.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The names and

addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Ronald Awad	3128 Amanda Circle Panama City, FL 32404
Jeanie W. Awad	3128 Amanda Circle Panama City, FL 32404

ARTICLE VII. - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Jack G. Williams	502 Harmon Avenue Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 12th day of
December, 1997.

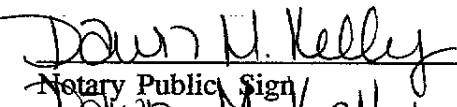


Jack G. Williams

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Jack G. Williams, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 12th day of
December, 1997.

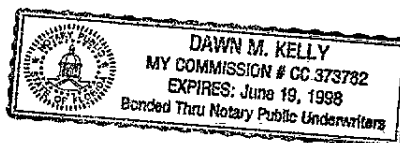


Notary Public, Sign



Notary Public, Print

My commission expires:



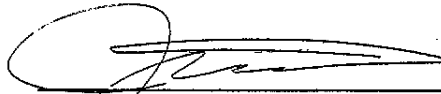
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

First, that Absolute Alarm Company, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3128 Amanda Circle, Panama City, Florida 32404, has named Jack G. Williams located at 502 Harmon Avenue, Panama City, Florida 32401 as its agent to accept service 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 accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Jack G. Williams
Registered Agent

FILED
97 DEC 26 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA