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ONE CORPORATE CENTER
10451 MILL RUN CIRCLE,
SUITE 400
OWINGS MILLS, MD
21117

December 31, 1997

Division Of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

100002388371--2
-01/02/98--01068--014
****122.50 ****122.50

RE: The Alarm Group South, Inc.

Dear Sir or Madam:

Please find a check in the amount of \$122.50 to incorporate
the above captioned corporation.

Should you have any questions or require further information,
please do not hesitate to contact me.

Thank you for your cooperation.

Very truly yours,

Harvey L. Okun
HARVEY L. OKUN

HLO:kdk

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98 JAN -2 PM 2:03
TALLAHASSEE, FLORIDA

1/5/98

ARTICLES OF INCORPORATION
OF
THE ALARM GROUP SOUTH, INC.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be **THE ALARM GROUP SOUTH, INC.** (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 5833 Donnelly Circle, Orlando, Florida 32821.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To engage in the business of selling, buying, installing, monitoring, engineering, designing, manufacturing, leasing and distributing security systems, and any and all devices,

products, materials and accessories used in security systems, fire alarm systems and/or burglar alarm systems of all kinds; to buy, sell, and otherwise deal in all kinds of materials and finished products used in security systems, fire alarm systems and/or burglar alarm and the monitoring of same, to such an extent as it may consider necessary and expedient to assure satisfactory distribution, use, and application, of any kind of security system, fire alarm system and/or burglar alarm system and monitoring device, products, materials and accessories herein above referred to; to grant rights or shop rights to others, to any patent issued, pending or still to be applied for to which it has title; to acquire by purchase or otherwise under control and operating under letters patent issued by the United States or by the government of any country whatsoever in securing any invention or improvement and any license or jobs rights under any such letters patent which may be considered useful, necessary, convenient or expedient in the prosecution of its business, and to sell such patent or patent rights or to grant rights or shop rights over to others: to lease, purchase, hold and operate such equipment and other property, both real and personal, as it may consider necessary, convenient, expedient or useful for the successful conduct of its business; in general to do all things proper and necessary for the successful conduct of its business.

(b) To have and exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof

and supplemental thereto.

(c) For the purpose of transacting any or all lawful business.

(d) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

The total number of shares of stock which corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

ARTICLE V

Preemptive Rights

Any shareholder desiring to sell or transfer ownership of any of the shares in the corporation which he owns shall first offer said shares to the corporation and the other shareholders in the following manner:

(a) In the event of a sale:

(1) Such shareholder shall give written notice by certified mail to the secretary of the corporation of his intention to sell such shares. Such notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have ten (10) days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares' offered. Such purchase may be authorized by the board of directors without any action by the shareholders of the corporation.

(2) In the event that the corporation should fail to purchase all of such shares within the said ten (10) day period,

the secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his address as it appears on the books of the corporation. Within ten (10) days after the mailing of said notice, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price under the same terms as set forth in the offer, with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the corporation.

(b) In the event of a transfer of ownership other than by sale:

(1) Any shareholder desiring to transfer ownership of any of the shares of the corporation which he owns by means other than by sale must first offer said stock to the corporation ten (10) days prior to the anticipated transfer at its book value as last set by the corporation and appearing on the corporation's books of record. The corporation shall have Ten (10) days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered at its book value. Such purchase may be authorized by the board of directors without any action by the shareholders of the corporation.

(2) In the event that the corporation should fail to purchase all of such shares within the said Ten (10) day period,

the secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for transfer but not purchased by the corporation and the price per share. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within Ten (10) days after the mailing of said notice, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price thereafter with authorization to pay such purchase price therefore with authorization to pay such purchase price against delivery of such shares.

(3) If shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any share holder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares to be transferred are purchase by the corporation or shareholders, or both then the shareholder who desired to transfer shall have thereafter the right to transfer said shares not so purchased to such person or persons as he desires.

(c) Any sale or transfer of ownership of the shares of the corporation shall be null and void unless the provisions of this ARTICLE V are strictly observed and followed.

ARTICLE VI

Corporation Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The address of the initial registered office and registered agent is The Alarm Group, Inc., 5833 Donnelly Circle, Orlando, Florida, 32821, and the name of the initial registered agent of this Corporation at this address is Ronald Lichterman, 5833 Donnelly Circle, Orlando, Florida 32821.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

<u>Donald J. Lichterman, Director</u>	<u>22 W. Padonia Road, Suite C-345</u> <u>Timonium, Maryland 21093</u>
<u>Merrill Bigelow, Director</u>	<u>22 W. Padonia Road, Suite C-345</u> <u>Timonium, Maryland 21093</u>
<u>Regina Bigelow, Director</u>	<u>22 W. Padonia Road, Suite C-345</u> <u>Timonium, Maryland 21093</u>

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X

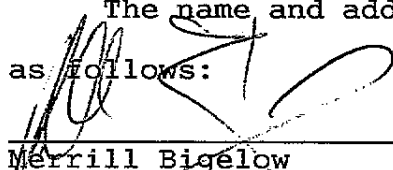
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

Incorporator.

The name and address of the person signing these Articles are as follows:


Merrill Bigelow

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of December, 1997.


Print Name: Merrill Bigelow
As Incorporator

STATE OF Maryland)
COUNTY OF Baltimore)

The foregoing instrument was acknowledged before me this 31ST
day of December, 1997 by Merrill Bigelow, as
Incorporator of The Alarm Group South, Inc., on behalf of the
Corporation, and he is personally known to me or has produced
_____ as identification.



(NOTARY STAMP)

Harvey L. Okun
Notary Name: HARVEY L. OKUN
Notary Public
Serial (Commission) Number
(if any) _____

I am familiar with the obligations of a Registered Agent and hereby
accept appointment as Registered Agent of The Alarm Group South,
Inc. as provided in Article VII of the Articles of Incorporation of
said Corporation.

Ronald Lichterman
Ronald Lichterman
Registered Agent

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TALLAHASSEE, FLORIDA