

P980000006168

October 21, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

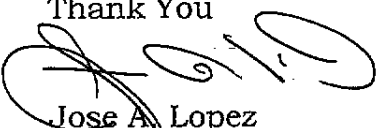
SUBJECT: **C & R International S.A., Inc.** # P98000006168

Enclosed is an original and one (1) copy of the amendments to articles of incorporation shown above and our check for \$43.75 which is the filing fee for amendments to the Articles of Incorporation and a Certificate of Status.

FROM : Security Associates Group - North America, Inc.
: Jose A. Lopez
: 7270 N.W. 12th Street Suite 876
: Miami, FL 33126

Telephone : 305-591-0722
Fax : 305-591-8535

Thank You


Jose A. Lopez
President - Registered Agent

W98000024909

NC Amend
11-17-98
PAS

Spoke to Darryl Henry
11-17-98 about statute
number and managing director
PAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 16 PM 12:46

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1998

JOSE A. LOPEZ
C/O SECURITY ASSOCIATES GROUP
7270 N.W. 12TH STREET, SUITE 876
MIAMI, FL 33126

SUBJECT: C & R INTERNATIONAL S.A., INC.
Ref. Number: P98000006168

We have received your document for C & R INTERNATIONAL S.A., INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return 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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 298A00053565

RECEIVED

98 NOV 16 AM 8:12

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 16 PM 12:46

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 NOV 16 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C & R INTERNATIONAL S.A., INC.

Florida Corporation Identification Number # P98000006168

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE I is hereby amended to change the official name of the corporation

From : C & R International S.A., Inc.

To : Security Associates Group - North America, Inc.

ARTICLE II is hereby amended to change to official address

From : 1150 N. W. 72nd Ave Suite 410
Miami, Florida 33126

**To : 7270 N.W. 12th Street Suite 876
Miami, Florida 33126**

ARTICLE VI is hereby amended to increase the number of authorized shares to be issued to Ten Thousand (10,000) shares of One-Dollar (\$1.00) par value common stock. All unissued shares are to remain unissued until the Secretary is directed to issue new shares.

ARTICLE VII is hereby amended to change the existing Directors and to add a new Managing Director.

Add New : Managing Director Jose A. Lopez C/O
Security Associates Group N.V.
7 Abraham de Veerstraat
P.O. Box 840
Curacao, Netherlands Antilles

Change : Managing Director Jose A. Lopez
/ President

To : Director/President Jose A. Lopez
/Registered Agent

ARTICLE IX is amended to reflect the change is registered agent to

Change / New:

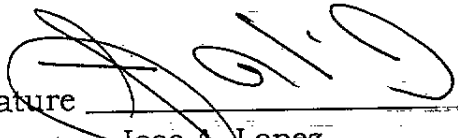
Jose A. Lopez
7270 N.W. 12th Street Suite 876
Miami, Florida 33126

All of the amendments to the Articles of Incorporation of C & R International S.A., Inc. were approved by the stockholders on July 23, 1998.

One hundred percent (100%) of the outstanding shares approved the changes to the Articles of Incorporation.

Signed this 21 Day of October, 1998

Signature


Jose A. Lopez
President

CERTIFICATE OF CHANGE OF THE DESIGNATED REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name is **Security Associates Group - North America, Inc.**

I hereby accept this appointment of, and designation as Registered Agent for the service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation herein above set forth; and do agree to act in this capacity and further agree to comply with all of the statutes relating to proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent and do hereby state that I may be found as Registered Agent for service of the proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHERE OF; as said Registered Agent, I have caused this statement to be signed on this 21ST day of October, 1998.

Jose A. Lopez 7270 N.W. 12th Street, Suite 876, Miami, Fl 33126

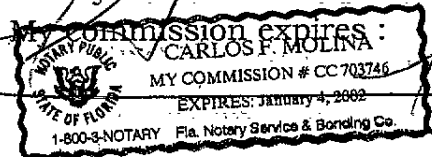
STATE OF FLORIDA

SS:

COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared Jose A. Lopez, known to me to be the person who accepted the appointment of and designation as Registered Agent of this corporation, and he acknowledged before me that and executed said instrument for the purpose therein stated.

IN WITNESS WHERE OF; I have hereunto set my hand and official seal in the County and State aforesaid this 22 day of Oct, 1998.

Notary Public State of Florida



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED