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LAW OFFICE  
KATHRYN M. O'BRIEN, P. A.  
ATTORNEY AND COUNSELOR AT LAW

31 - 57TH STREET NORTH  
CORNER 1ST AVE. NORTH & 57TH STREET  
ST. PETERSBURG, FLORIDA 33710

TELEPHONE  
(813) 345-6647

January 15, 1998

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-01/20/98--01127--003  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

Re: T & D Security Systems, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Incorporation for T & D Security Systems, Inc. Please file the original and return a stamped copy to this office. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing. Thank you for your assistance.

Sincerely,

*Deborah Mauney*

Deborah Mauney  
Certified Legal Assistant to  
Kathryn M. O'Brien

/dm  
Enclosures

FILED  
98 JAN 20 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DM  
1/22/98*

**ARTICLES OF INCORPORATION OF  
T & D SECURITY SYSTEMS, INC.  
A Florida Corporation**

FILED  
98 JAN 20 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: T & D Security Systems, Inc.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the sales, installation, servicing and distribution of security equipment and systems as well as consulting services regarding security systems and equipment .

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a par value of \$1.00.

**ARTICLE IV**

The corporation is to exist perpetually.

#### **ARTICLE V**

The initial post office address of the principal office of this corporation in the State

Florida is:

T & D Security Systems, Inc.  
P.O. Box 217  
Valrico, FL 33595/217

#### **ARTICLE VI**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

#### **ARTICLE VII**

The names and post office address of the first Board of Directors is:

Juan A. Rivera  
541 Falkirk Avenue  
Valrico, FL 33594

#### **ARTICLE VIII**

The street address of the initial registered office of the corporation shall be 31 - 57th Street North, St. Petersburg, FL 33710 and the name of the initial registered agent of the corporation is Kathryn M. O'Brien, Esquire.

#### **ARTICLE IX**

Every shareholder, upon the sale for cash of any new stock of this corporation,

shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it it offered to others.

#### **ARTICLE X**

The corporation shall indemnify any Officer or Director or any former officer or director to the full extent permitted by law.

#### **ARTICLE XI**

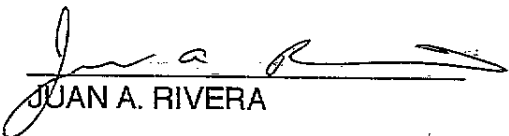
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XII**

The name and address of the Incorporators signing these articles are:

Juan A. Rivera  
541 Falkirk Avenue  
Valrico, FL 33594

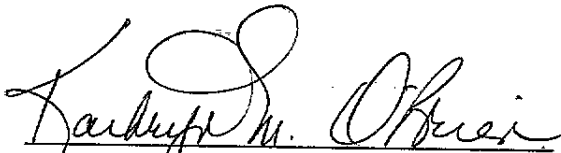
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 8<sup>th</sup> day of January, 1998.

  
JUAN A. RIVERA

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JUAN A. RIVERA, who produced as identification Fl. Driver License # R160 421 55 2020 and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5<sup>th</sup> day of January, 1998.

  
KATHRYN M. O'BRIEN, Notary Public  
My Commission Expires:  
Commission No.: CC 476180



KATHRYN M. O'BRIEN  
COMMISSION # CC 476180  
EXPIRES JUN 25, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

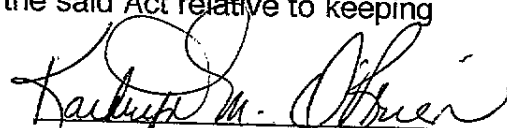
REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

T & D SECURITY SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of Valrico, County of Hillsborough, State of Florida, has named KATHRYN M. O'BRIEN, ESQUIRE, located at 31 - 57th Street North, St. Petersburg, FL 33710, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

  
KATHRYN M. O'BRIEN, ESQ.

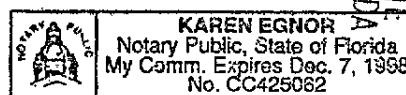
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME personally appeared KATHRYN M. O'BRIEN, ESQ., known to me personally and known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 15<sup>th</sup> day of JANUARY 1998



NOTARY PUBLIC  
Commission No.:  
My Commission Expires:



FILED  
JAN 20 AM 9:12  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE