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

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-01/26/98--01040--007
****140.00 *****70.00

Secretary of State:

Enclosed please find the Articles of Incorporation to be filed for Steve and Merrie, Inc. and Moto Alarm, Inc. I do not need certificates or certified copies. I've also enclosed photocopies of the articles; please return date stamped copies to me. Enclosed is a check for \$140 to cover both corporations. I am an attorney and my Florida Bar Assn. number is 0086517.

Thank you very much.

Sincerely,

David Silverman, Esq.

FILED
98 JAN 26 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
85-12-1

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Moto Alarm, Inc.

ARTICLE II PRINCIPAL OFFICE

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

632 SW 34 St.
Ft. Lauderdale, Fl. 33315

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Christopher J. Clarke
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Carl E. Lind
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9th day of January, 1998.

X Carl E. Lind
Signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

Carl E. Lind
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

Christopher J. Clarke
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

The name(s) and street addresses of the officer(s) are:

Christopher J. Clarke, President
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

Carl E. Lind, CEO
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

The name(s) and street addresses of the shareholder(s) are:

Carl E. Lind (50 shares)
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

Christopher J. Clarke (50 shares)
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 of the corporation is:

Moto Alarm, Inc.

2. The name and address of the registered agent and office is:

Christopher J. Clarke
632 SW 34 St.
Ft. Lauderdale, Fl. 33315

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

x Christopher J. Clarke
(Signature)

1-9-98
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314