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Law Office Of
JOHN R. COOK
202 NW 5th Ave.
Okeechobee, FL 34972
(941) 467-0297 Fax (941) 467-4798

FILED

98 Feb-27 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

DATE: 2/11/98
SUBJECT:

Please find enclosed Corporation papers on Guardian Systems, Inc. and Seminole Electric of Jupiter, Inc. along with a check for \$245.00 representing the fee to file both.

Thank you for your assistance in this matter.

Sincerely,

Jayne Cook
Jayne Cook

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****245.00 ****122.50

F. Hall

MAR -2 1998

ARTICLES OF INCORPORATION
OF
GUARDIAN SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: GUARDIAN SYSTEMS, INC.

ARTICLE II

The principal place of business of said corporation shall be in Okeechobee County, Florida, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America, the street mailing address of said corporation being 2702 S.W. Edgarce Ave. Port St. Lucie, Florida 34953.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things hereinafter mentioned as freely and to the same extent as natural person might or could do, to-wit:

To engage in an enterprise for profit, such enterprises including the general business of general contracting, electrical contracting, installation, repair, replacement and maintenance of fire and burglar systems, fire detection and prevention devises,

perimeter warning devises and related systems; to advertise and otherwise deal with the public to accomplish the foregoing; to hire or retain agents, employees, independent contractors; to enter into debts or other contracts as necessary to conduct the business; together with the authority to deal in goods and services attendant to such business, and any other act necessary to conduct said business; including such other transactions as necessary with local agencies, business's, governments or other regulatory entity to conduct the business; and all such additional functions reasonably calculated as necessary to carry on the general nature of the foregoing purpose and business.

ARTICLE IV

The amount of capital stock of this corporation shall be one hundred (100) authorized shares of \$1.00 par value.

ARTICLE V

This corporation shall have perpetual existence unless dissolved by the stockholders, or the State of Florida.

ARTICLE VI

The number of Directors of this corporation shall be not less than two (2) unless otherwise changed by the By-Laws. The manner of election of the directors and officers shall be as stated in the by-laws, or by majority vote of all shareholders at the annual meeting of the Corporation if not otherwise set forth.

ARTICLE VII

The Incorporators, and first Board of Directors and officers of this corporation and the post office address of each, who shall hold office for the first year; or their successors are named, shall be:

JIMMY BYRD SR.
2702 S.W. Edgarc Street
Port St. Lucie, Florida 34953

President/Secretary
Board of Directors

RICH R. THOMPSON
2449 Washington St.
Port St. Lucie, Florida 34953

Vice-President/Treasurer
Board of Directors

ARTICLE VIII

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, GUARDIAN SYSTEMS, INC. has named JOHN R. COOK, located at 202 N. W. 5TH Avenue, Okeechobee, FL 34972, as its Registered Agent to accept service of process within the State of Florida.

ARTICLE IX

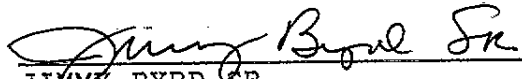
The stock of this corporation shall be of a single class, and the corporation shall otherwise be determined to qualify for an election for Subchapter S treatment under the Internal Revenue Code. The initial stock of this corporation shall be the issuance of 100 shares, divided as follows:

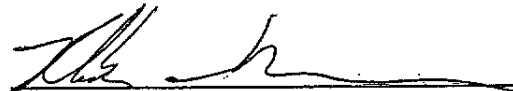
50 shares to JIMMY BYRD, SR.

50 shares to RICH R. THOMPSON

ARTICLE X


The corporation shall be structured so as to meet the Internal Revenue Regulations which would qualify this corporation for Subchapter S designation for taxation purposes upon application by the corporation.

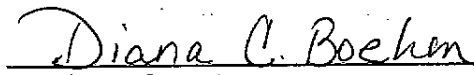

JIMMY BYRD SR.
President/Secretary
Director/Incorporator


RICH R. THOMPSON
Vice-President/Treasurer
Director/Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

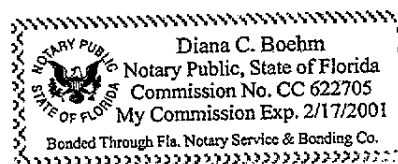
I HEREBY CERTIFY that JIMMY BYRD SR. appeared before me, and who is personally known to me, or who produced the following identification: personally, and signed these Articles of Incorporation as their free act and deed, on this 12 day of September, 1997.

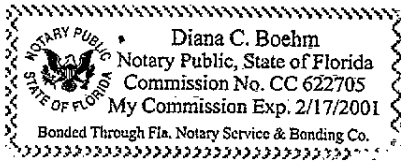

NOTARY PUBLIC
My commission expires: 2/17/2001


printed notary name

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that RICH R. THOMPSON appeared before me, and who are personally known to me, or who produced the following identification: personally, and signed these Articles of Incorporation as his free act and deed on this 12 day of September, 1997.





Diana C Boehm

NOTARY PUBLIC

My Commission Expires: 2/17/2001 FILED

Diana C. Boehm

printed notary name

98 FEB 27 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

I HEREBY ACCEPT the position of Resident Agent for service of
process upon the corporation.

John R Cook

JOHN R. COOK

SWORN TO and SUBSCRIBED before me this 18th day of
February, 1998.



RHONDA L BYRD
My Commission CC424852
Expires Dec 06 1998

Rhonda L Byrd

NOTARY PUBLIC
My commission expires:

Rhonda L. Byrd

printed notary name

RETURN TO:

John R. Cook P.A.
202 N.W. 5th Ave.
Okeechobee, Florida 34972
(941) 467-0297