

P98000031951

Daniel W. Flynn
5575 S.W. 111 Terrace
Fort Lauderdale, Florida 33328
(954) 434-2325

April 3, 1998

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

400002479844--5
-04/06/98-01068-004
*****78.75 *****78.75

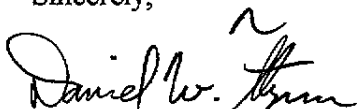
Re: American Policing Systems

To Whom it May Concern:

Enclosed is the original and one copy of the articles of incorporation for the above proposed corporation. Also enclosed is a check in the amount of \$ 78.75 in payment of the following fees:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certificate	\$ 8.75
Charter Tax:	N/A
Certified Copy Fee:	N/A
Total:	\$ 78.75

Sincerely,



DANIEL W. FLYNN
Incorporator

Enclosure
/df

FILED
98 APR -6 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/7/98

Articles of Incorporation
of
Metropolitan Policing Systems, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Metropolitan Policing Systems, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as full and to the same extent as natural persons might do viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a reasonable facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

FILED
98 APR -6 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose interest in, lease, exchange, transfer, and otherwise dispose of all, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory or governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security as the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any and or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he or she was a director, officer employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

JOAN E. FLYNN

5575 S.W. 111 TERRACE, FORT LAUDERDALE, FLORIDA 33328

ARTICLE VI

The initial Board of Directors shall consist of One person(s) and the name and address of the person(s) who is to serve as an initial director is:

DANIEL W. FLYNN
5575 S.W. 111 TERRACE, FORT LAUDERDALE, FLORIDA 33328

ARTICLE VII

The address of the principal office of this corporation is:

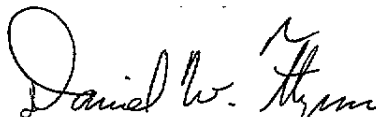
5575 S.W. 111 TERRACE, FORT LAUDERDALE, FLORIDA 33328

ARTICLE VIII

The name and address of the incorporator executing these articles is:

DANIEL W. FLYNN
5575 S.W. 111 TERRACE, FORT LAUDERDALE, FLORIDA 33328

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 31 day of March, 1998.



DANIEL W. FLYNN
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DANIEL W. FLYNN known to me and known by me to be the person or persons who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3 day of APRIL 1998.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



CHARLES J. MARTIN
MY COMMISSION # CC359861 EXPIRES
April 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Certificate designation (or) changing place of business or domicile for the service within this state, naming agent upon whom process may be served.

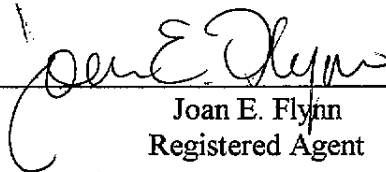
In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said act:

First-that *Metropolitan Policing Systems, Inc.*, desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of *Fort Lauderdale* County of *Broward* State of *Florida* has named *Joan E. Flynn* located at *5575 S.W. 111 Terrace, Fort Lauderdale, Florida 33328* as its agent to accept service of process within this state.

Acknowledgment: (Must be signed by designated agent)

Having named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By


Joan E. Flynn
Registered Agent

FILED
98 APR -6 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA