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LAW OFFICES  
ROBERT J. SLOTKIN

ROBERT J. SLOTKIN

July 1, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 5588  
TALLAHASSEE, FL 32314

Re: ALARM OF SOUTH FLORIDA, Inc.

Dear Sir or Madam;

Please find enclosed;

1. original Articles of Incorporation (for-profit);
2. check in the amount of \$70.00

Please return a copy of the articles with the file stamp. A self addressed stamped envelope is enclosed.

Very truly yours,



Robert J. Slotkin  
For the Firm

FILED  
98 JUL -6 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-7-98

*Articles of Incorporation*  
OF  
ALARM OF SOUTH FLORIDA, INC.

FILED  
98 JUL -6 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is ALARM of SOUTH FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, import transfer or otherwise dispose of and to invest in, trade in, deal in and with photographic equipment and appurtenances. Further, the business shall include the retention of services of persons in the State of Florida and in all other states and countries incident to the above. The business shall include the acquisition, holding, mortgaging, selling, conveying, leasing or otherwise disposing of real and personal property;

to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

to purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or

otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

in general, to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation or the By-Laws of this corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct of the business of the corporation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10940 Sea Hibiscus Lane, Tamarac, Florida 33321 and the initial registered agent of this corporation at that address is Armand Matherne.

#### ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS & OFFICERS

The names and post office addresses of the initial officer and Director of this Corporation is Alice Matherne of 10940 Sea Hibiscus Lane, Tamarac, Florida 33321. Alice Matherne shall be the initial President and Secretary of the corporation.

#### ARTICLE IX. PLACE OF DOING BUSINESS

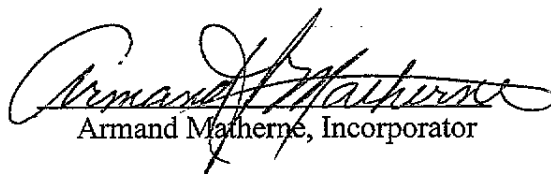
The corporation's principal place of business shall be: 10940 Sea Hibiscus Lane, Tamarac, Florida 33321.

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI. INCORPORATOR

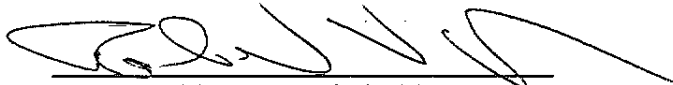
The name and post office address of the incorporator to these Articles of Incorporation is:  
Armand Matherne of 10940 Sea Hibiscus Lane, Tamarac, Florida 33321.

  
Armand Matherne, Incorporator

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF BROWARD                )

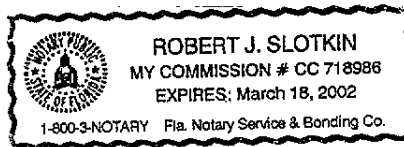
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Armand Matherne, to me known or who produced Florida D.L. as identification, and who is the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 30 day of June, 1998.



Notary Public, State of Florida  
at Large

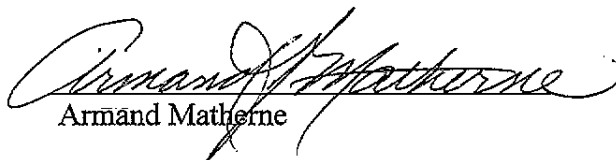
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

ALARM, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **Armand Matherne of 10940 Sea  
Hibiscus Lane, Tamarac, Florida 33321** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF  
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Armand Matherne

Date

6/30/98

FILED  
98 JUL -6 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA