

TRANSMITTAL LETTER

P9 8000060619

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

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-07/06/98--01103--020
****131.25 ****131.25

SUBJECT: Alarm #1 of Florida, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Thomas R. Buckner
Name (printed or typed)
Apperson, Crump & Maxwell, PLC
1755 Kirby Parkway, Suite 100
Address
Memphis, TN 38120
City, State & Zip
(901) 756-6300
Daytime Telephone number

FILED
98 JUL -6 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 08 1998

NOTE: Please provide the original and one copy of the articles.

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98 JUL -6 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
ALARM #1 OF FLORIDA, INC.**

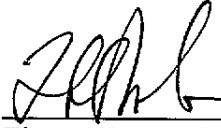
The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is ALARM #1 OF FLORIDA, INC.
2. The principal place of business and mailing address of this corporation shall be:

6950 Phillips Highway
Suite No. 11
Jacksonville, FL 32216
3. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000.
4. The name and address of the incorporator of these Articles of Incorporation is:

Thomas R. Buckner
1755 Kirby Parkway
Suite 100
Memphis, Tennessee 38120

The undersigned incorporator has executed this Articles of Incorporation this 30th day of June, 1998.


Thomas R. Buckner, Incorporator

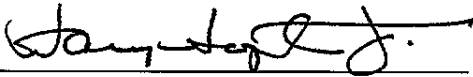
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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 ALARM #1 OF FLORIDA, INC.
2. The name and address of the registered agent and office is:

Harry Hopton
6950 Phillips Highway
Suite No. 11
Jacksonville, Florida 32216

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.



Harry Hopton, Registered Agent

July 1, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA