PASSION JULY ARTICLES OF INCORPORATION

AND

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****122.00 ****122.00

CERTIFICATE AND

ACKNOWLEDGMENT OF

REGISTERED AGENT

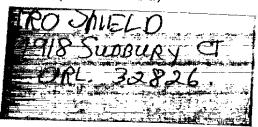
OF

PRO SHIELD, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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(COVER SHEET)





ARTICLES OF INCORPORATION

OF

PRO SHIELD, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE (1)

NAME AND ADDRESS

The name of the corporation is PRO SHIELD, INC.

The address of the corporation is 4918 Sudbury Court, Orlando, Florida 32826.

ARTICLE TWO (2)

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE (3) PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- To engage in the business of Home Alarm Systems.
- 2. To engage in any other trade or business which can, in the opinion of the Board of

Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

SECRETARY OF STALE OF CORPORATION

4. To do such other business as allowed and permitted under the laws of the State of Florida.

ARTICLE FOUR (4) CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 00100. Such shares shall be of a single class, (Common Stock) and shall have a par value of \$10.00 per share.

ARTICLE FIVE (5) REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 28 E. Washington Street, Box 3388, Orlando, Florida 32802, and the name of the registered agent at such address, is PHIL STOREY.

ARTICLE SIX (6) DIRECTORS

The number of directors constituting the initial **Board of Directors** of the corporation is two (2). The name and address of each person who is to serve as a member of the initial **Board of Directors** is:

NAMES and ADDRESSES:

CLAYTON FIORAVANTI, Vice President/Treasurer

4918 Sudbury Court, Orlando, Florida 32826

TODD ELLIOT, President/Secretary

304 Cherokee Court, Apt. F, Altamonte Springs, Florida

ARTICLE SEVEN (7)

INCORPORATORS

The number of incorporators of the corporation is two (20. The name and address of each incorporator is: NAME(S) and ADDRESS(ES):

CLAYTON FIORAVANTI

4918 Sudbury Court, Orlando, Florida 32826

TODD ELLIOT

304 Cherokee Court, Apt. F, Altamonte Springs, Florida

ELAYJON FIX	UTED BY the undersigned at Orlando, Florida on the 25 day of Ungust 1998. CRAVANTI TODD ELLIOT DL#E430-800-61-336-0	_
STATE OF FLO		
BEFOR	RE ME, the undersigned authority, this day personally appeared, CLAYTON FIORAVANTI and TODD	
ELLIOT, who,	after being duly placed under oath, swore that the foregoing is true and correct and hee subscribed his name here	to
certification there	reof.	
HE PR	RODUCED AS IDENTIFICATION THE FOLLOWING:	
(a.	He is personally known to me.	
b.	Driver's License or Identification Card issued within the past five (5) years, FL#F430-800-61-336-0	
FL#E615-104-45	15-188-0	
c.	Other:	
WITNE	ESS MY HAND and Official Seal in <u>Orange</u> County, Florida on this 25th day of August 1998.	
	Place Hun Johnson NOTARY PUBLIC My Commission Expires:	
	PEGGY ANN JOHNSON Wy Commission CC482880	

Expires Jul. 23, 1999 Bonded by HA! 800-422-1555

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

QE .

PRO SHIELD, INC.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with registered office as indicated in the Articles of Incorporation of PRO SHIELD, INC. at:

28 E. Washington Street, Box 3388, Orlando, Florida 32802

has named PHIL STOREY, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

PHIL STOREY, Registered Agent

SECRETARY OF STATIONS
DIVISION OF CORPORATIONS