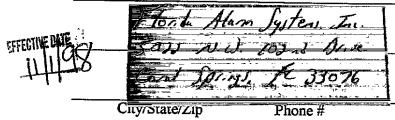
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NEW GILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER TIMES
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
 Other

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SECRETARY OF STATE
ARASSEF, FI GRIDA

Examiner's Initials



# FLORIDA ALARM SYSTEMS, INC.

## ARTICLES OF INCORPORATION

98 OCT -7 AMIO: 26
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The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

## ARTICLE I - NAME

The name of this corporation is Florida Alarm Systems, Inc.

# ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

# ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real of personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

## ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE V - TERM

This corporation shall commence its existence on November 1, 1998 and shall exist perpetually thereafter unless sooner dissolved according to law.

# <u>ARTICLE VI - PREEMPTIVE RIGHTS</u>

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5022 N.W. 102nd Drive, Coral Springs, FL 33076 and the name of the initial registered agent of this corporation is Robert Swayman whose address is 5022 N.W. 102nd Drive, Coral Springs, FL 33076. The principal office and the registered office are the same: 5022 N.W. 102nd Drive, Coral Springs, FL 33076.

## ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is: Robert Swayman, 5022 N.W. 102nd Drive, Coral Springs, FL 33076.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Robert Swayman, 5022 N.W.102nd Drive, Coral Springs, FL 33076.

## ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing of hereafter enacted.

## ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily of otherwise interested in, any contract or transaction on this corporation, provided that the fact that he of such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer

of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation. The undersigned subscriber has executed these Articles of Incorporation this 5th day of October, 1998.

SUBSCRIBER

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Florida Alarm Systems, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Coral Springs, County of Broward, State of Florida, has named Robert Swayman located at 5022 N.W. 102nd Drive, Coral Springs, County of Broward, State of Florida 33076, as its agent to accept service of process with state.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.

Resident Agent