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SHEPPARD, BRETT, STEWART & HERSCH, P. A.

ATTORNEYS AT LAW

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD*
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

October 15, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

900002666659-4
-10/19/98--01051--007
*****122.50 *****78.75

EFFECTIVE DATE
10-15-98

Re: W D & D ALARMS, INC.

Dear Sirs:

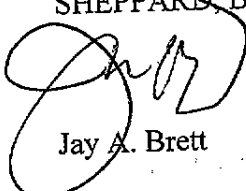
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<u>\$122.50</u>

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.



Jay A. Brett

JAB:dlb
Enclosures
B-2856

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 10:59

D. BROWN OCT 20 1998

ARTICLES OF INCORPORATION

OF

W D & D ALARMS, INC.

EFFECTIVE DATE
10-15-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 10:59

THE UNDERSIGNED, I, RICHARD F. ALDRICH, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is W D & D ALARMS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

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

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon execution of these Articles of Incorporation.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 1490 Albatross Road, Sanibel, Florida 33957, and the name of the initial registered agent of this Corporation at that address is: RICHARD F. ALDRICH.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RICHARD F. ALDRICH	President/Treasurer	1490 Albatross Road Sanibel, Florida 33957
DAVID A. RICHARDS	Vice President/ Secretary	1434 Reynard Drive Fort Myers, Florida 33919

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
RICHARD F. ALDRICH	1490 Albatross Road Sanibel, Florida 33957

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 15th day of October, 1998.

Richard F. Aldrich
Richard F. Aldrich, Incorporator

STATE OF FLORIDA

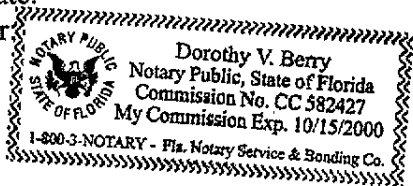
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of October, 1998, by RICHARD F. ALDRICH, () who is personally known to me or () who produced Fla Drivers License as identification.

Dorothy V. Berry
Notary Public

Printed Name of Notary: DOROTHY V. BERRY

(SEAL)
Comm. Exp. Date:
Comm. Number:



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:

FIRST -- THAT W D & D ALARMS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF SANIBEL, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED RICHARD F. ALDRICH, LOCATED AT 1490 ALBATROS ROAD, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), SANIBEL, LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

W D & D ALARMS, INC.

(RFA)
Signature: Richard F. Aldrich
(Corporate Officer)
Title: PRESIDENT / TREASURER
Date: October 15, 1998

FILED
SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
98 OCT 19 AM 10:59

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

(RFA)
Signature: Richard F. Aldrich
Resident Agent

Date: October 15, 1998