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LAW OFFICES
ENGLANDER & FISCHER, P.A.

721 First Avenue North
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*Board Certified Business
Litigation Lawyer

November 3, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

200002679962--5
-11/04/98--01037--002
*****122.50 *****78.75

Re: Personal Emergency Response System, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Sincerely,

LEONARD S. ENGLANDER

LSE/jdz

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 8:27

B. BROOK NOV 6 1998

ARTICLES OF INCORPORATION
OF
PERSONAL EMERGENCY RESPONSE SYSTEM, INC.,
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 8:26

ARTICLE I

Name

1.1. The name of the corporation is **PERSONAL EMERGENCY RESPONSE SYSTEM, INC.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent and Principal Office and Mailing Address

6.1 The street address of the initial registered office and the principal mailing address of this corporation is 721 1st Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

6.2 The initial principal office of this corporation is located at 721 1st Avenue North, St. Petersburg, FL 33701, and the corporation's initial mailing address is c/o Englander & Fischer, P.A., P. O. Box 1954, St. Petersburg, FL 33731-1954.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER
721 1st Avenue North
St. Petersburg, FL 33701

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

LEONARD S. ENGLANDER
721 1st Avenue North,
St. Petersburg, Florida 33701

ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the

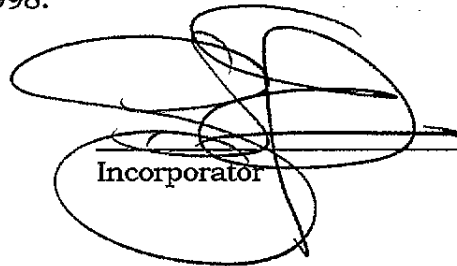
corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on October 28, 1998.



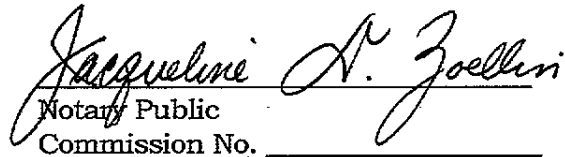
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28TH day of October, 1998, by LEONARD S. ENGLANDER, who is personally known to me and who did take an oath.



Jacqueline D. Zoellin
MY COMMISSION # CC558952 EXPIRES
June 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public
Commission No. _____

JACQUELINE D. ZOELLIN
(Name of Notary typed, printed or
stamped)

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **PERSONAL EMERGENCY RESPONSE SYSTEM, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

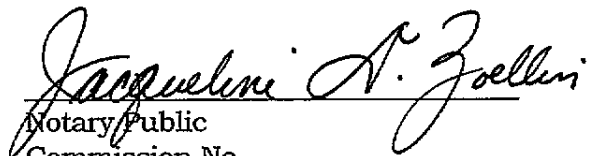

LEONARD S. ENGLANDER

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 28TH day of October, 1998, by
LEONARD S. ENGLANDER, who is personally known to me and who did take an oath.



Jacqueline D. Zoellin
MY COMMISSION # CC558952 EXPIRES
June 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
Commission No. _____

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