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ATTORNEY
GREGORY B. DICKENSON, ESQ.

PARALEGAL
VICKIE L. COMPTON

November 16, 1998

Florida Department of State
Corporate Division
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399 or 01

RE: Access Alarm & Security Systems of FL Inc.

Dear Sirs:

Enclosed herein, please find an original executed Articles of Incorporation of Access Alarm & Security Systems of Florida Inc. and Original Certification Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served in the above referenced corporation. I have included a check for \$122.50 to cover the cost of the filing. Please file these documents and return a stamped copy, copy of which I have enclosed, in the postage paid envelope attached. If you have any questions, please do not hesitate to contact me.

Sincerely,

/s/ Gregory B. Dickenson

Gregory B. Dickenson

GBD/vlc

encl....

SIGNED FOR MR. DICKENSON IN HIS
ABSENCE TO EXPEDITE DELIVERY.

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****122.50 *****78.75

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

of

ACCESS ALARM & SECURITY SYSTEMS OF FLORIDA, INC.

ARTICLE I - NAME

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

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1310 Peninsula Road North, Jupiter, Florida 33477 and the name of the initial registered agent of this corporation is GREGORY B. DICKENSON, ESQUIRE, whose address is 725 NORTH A1A, SUITE E-206, JUPITER, FL 33477. The corporation's principal office address and registered office address are not the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws, but shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Frank Batus	1310 Peninsular Road North, Jupiter, FL 33477

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Frank Batus	1310 Peninsular Road North, Jupiter, FL 33477

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to the reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of Nov., 1998.

✓ Frank Batus
Frank Batus

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **FRANK BATUS** known by me to be the person(s) or has produced FL D/L as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation and that they did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13 day of Nov, 1998.

Emmery R. Leigh
Notary Public, State of Florida
at Large

My Commission Expires:



BONNIE L. CARLYLE
COMMISSION # CC 677823
EXPIRES OCT 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATION 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 ACCESS ALARM & SECURITY SYSTEMS OF FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF JUPITER, STATE OF FLORIDA, HAS NAMED GREGORY B. DICKENSON, ESQUIRE, LOCATED AT 725 NORTH A1A, SUITE E-206, CITY OF JUPITER, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE ✓ *Gregory B. Dickenson*
TITLE *President*
DATE *11/13/98*

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 PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
(Registered Agent)
Date *11-16-98*

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DIVISION OF CORPORATIONS
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