

O'NEILL & O'NEILL SERVICES
ACCOUNTING, TAX RETURNS & RELATED SERVICES
P. O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904 - 249-3100 PHONE
904-249-2111 FAX

DECEMBER 8, 1998

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: STOP ALARM, INC.

Enclosed please find the original Articles of Incorporation for the above referenced corporation, and a check in the amount of 70.00.

Please file the Articles and return to us the Charter Page and letter of filing acceptance.

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

Daniel J. Coyne
DANIEL J. COYNE, PRESIDENT
STOP ALARM, INC.

KBO/bje
Enclosures

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ARTICLES OF INCORPORATION

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: STOP ALARM, INC., with initial principal offices located at 1506 Osceola Street, Jacksonville Beach, FL 32250, and a mailing address of PO Box 50061, Jacksonville Beach, FL 32240-0061.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of the installation and monitoring of alarm systems and any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "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 pro-rata share thereof (as nearly as may be done with issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Daniel J. Coyne	1506 Osceola Street Jacksonville Beach, FL 32250

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Daniel J. Coyne Secretary/Treasurer President/Vice-President	1506 Osceola Street Jacksonville Beach, FL 32250

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Daniel J. Coyne	1506 Osceola Street Jacksonville Beach, FL 32250

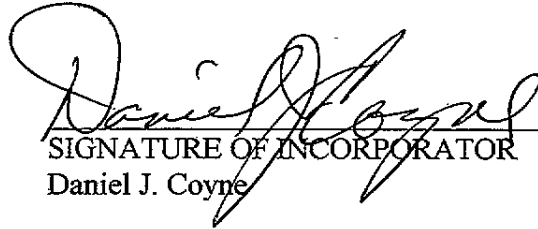
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10th day of December 1998.


SIGNATURE OF INCORPORATOR
Daniel J. Coyne

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that STOP ALARM, INC. desiring to qualify under the laws of the State of Florida, with its principal offices located at 1506 Osceola Street, Jacksonville Beach, FL 32250, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the State of Florida.

Dated: December 10th, 1998

STOP ALARM, INC.

BY: *Daniel J. Coyne*
DANIEL J. COYNE, PRESIDENT

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ACCEPTANCE

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

Karen B. O'Neill
Karen B. O'Neill, Registered Agent for
STOP ALARM, INC.

EXHIBIT "A"