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ACCOUNT NO. : 072100000032

REFERENCE : 142310 11489A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : February 22, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 142310-005

800002782668--B

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
OPPENHEIM & ASSOCIATES
OPPENHEIM & ASSOCIATES
Rivergate Plaza, Suite 1000
444 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: TOP SECURITY INTERNATIONAL,
INC.

EFFECTIVE DATE: FEB. 18, 1999

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 22 PM 3:34

James Guy
99 FEB 22 AM 11:22
DIVISION OF CORPORATIONS

EFFECTIVE DATE

2/18/99

Articles of Incorporation

of

Top Security International, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 22 PM 3:34

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:
Top Security International, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

444 Brickell Avenue, Penthouse Suite 1000
Miami, FL 33131

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which
shall be Common Shares, \$.10 par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment, which is delivered to the Department of State,

together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim, Esq.
444 Brickell Avenue, Penthouse Suite 1000
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Steven P. Oppenheim, Esq.
444 Brickell Avenue, Penthouse Suite 1000
Miami, Florida 33131

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

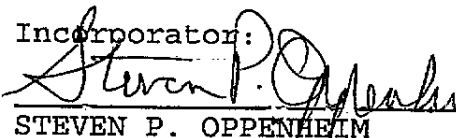
The corporate existence of the corporation shall commence on the date of execution of these Articles of Incorporation. This corporation shall have an effective date of February 18, 1999.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of FEBRUARY, 1999.

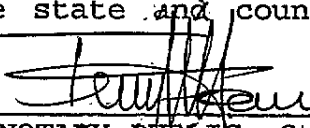
Incorporator:


STEVEN P. OPPENHEIM

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

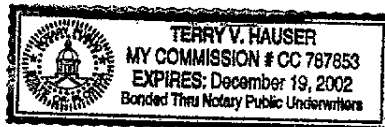
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN P. OPPENHEIM, personally known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposed therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of FEBRUARY, 1999.



NOTARY PUBLIC, State of Florida at Large

My commission expires:



DESIGNATION OF

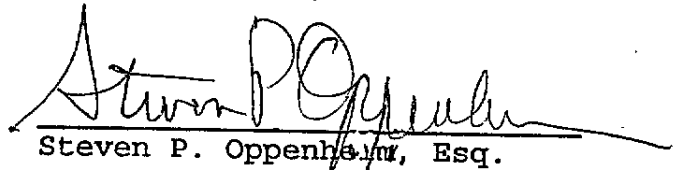
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT/REGISTERED OFFICE

99 FEB 22 PM 3:34

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for

Top Security International, Inc., with a registered office at 444 Brickell Avenue, Penthouse Suite 1000, Miami, Florida 33131, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Steven P. Oppenheim, Esq.

DATED: FEBRUARY 18, 1999