

P99000083212

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Watch Cams, Inc.

2555-509
W99-21585

Signature _____

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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-09/20/99--01042--020

*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 12:00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
99 SEP 20 AM 10:15
TALLAHASSEE, FLORIDA

9/20/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 12:00

September 20, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: WATCHCAMS, INC.
Ref. Number: W99000021585

We have received your document for WATCHCAMS, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00046023

RECEIVED
99 SEP 21 AM 10:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Correct

ARTICLES OF INCORPORATION
OF

WatchCams, Inc .

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 12:00

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be WatchCams, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares at No Par value, with the following divisions: 50,000 Voting Shares, and 50,000 Non-Voting Shares.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is:

2301 Dale Mabry Highway North
Tampa, FL 33607

The name of the initial registered agent of this corporation is Mark E. Pena whose mailing address is 300 South Hyde Park Avenue, Suite 220, Tampa, Florida 33606.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

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

Joseph E. Abdo
950 Chatham Way
Palm Harbor, Florida 34683

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Mark E. Pena
300 South Hyde Park Avenue
Suite 220
Tampa, FL 33606

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, a copy of the agreement must be submitted to the corporation and all other shareholders, within 20 days of its proposed execution, so long as this corporation shall have fewer than 35 shareholders and remain a private corporation. The corporation, shall have the first right to refuse or to purchase or otherwise take the same interest as proposed by the selling or transferring shareholder. The corporation shall notify the selling/transferring shareholder of its refusal or election to purchase or encumber in

writing, within 45 days of receipt of the proposed sale or transfer. Notwithstanding the terms or provisions of the proposed sale or transfer, the corporation shall be free to restructure any pledge, assignment or hypothecation in its better interest. In the event of a proposed sale, the corporation shall pay the proposed purchase price, if it is a bona fide offer, but shall restructure the payment for the shares to reflect a 10% downpayment, payable in 30 days and execution of a promissory note, with shares as collateral, electing payment of the balance in equal installments not to exceed 120 months. Shall the corporation elect to decline its refusal rights, all remaining shareholders shall be entitled to the same right of refusal as described above and shall follow the same procedures which bind the corporation as defined above, on a pro rata basis. Should no election be made by either the corporation, or any remaining shareholder within 100 days of the corporation's receipt of the written proposed sale or transfer, the proposing shareholder shall be free to ratify his original proposed sale or transfer. These refusal rights and procedures shall bind all shareholders and no sale or transfer shall be deemed effective, and shall be considered voidable unless strictly followed and is intended to include and pertain to any proposed sale, transfer, assignment, pledge or hypothecation. All of the corporation's Share Certificates shall bear a reference to these stock restrictions endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the corporation so chooses, all certificates of stock registered to third parties standing in the name of any person as pledge, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X - INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI - TELEPHONE MEETINGS

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII - PARTLY PAID SHARES

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII - INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV - BY-LAWS

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

ARTICLE XV - LONG -TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

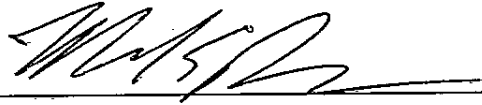
ARTICLE XVI

DIRECTORS RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation,
execute these Article of Incorporation and certify to the truth of the facts stated herein, this

13th day of September, 1999.

A handwritten signature in dark ink, appearing to read 'Mark E. Pena', written over a horizontal line.

MARK E. PENA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That WatchCam, Inc. desiring to organize under the laws of the State of Florida as a corporation with its principle office, as indicated in its Article of Incorporation, at 300 S. Hyde Park Avenue, Suite 200, Tampa, FL 33606, has named Mark E. Pena, Esquire, as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.



MARK E. PENA, ESQUIRE

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