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Mary-Ellen Bagdes

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October 18, 1999

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SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

of Central Florida

RE: Prudential Security, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

FILED
1999 OCT 20 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 25 1999

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*Bagdes & Bagdes**Attorneys at Law*

407 North Wild Olive Avenue
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Fabian Bagdes
MaryEllen Bagdes

October 25, 1999

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SECRETARY OF STATE
ATTN: Angie
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

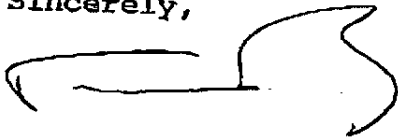
RE: Prudential Security of Central Florida, Inc.

Dear Angie:

Per our telephone conversation this date, please make the necessary change to the Articles of Incorporation to reflect the corporation name of Prudential Security of Central Florida, Inc.

Thank you for your help.

Sincerely,



Fabian Bagdes

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1999 OCT 20 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRUDENTIAL SECURITY OF CENTRAL FLORIDA, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is PRUDENTIAL SECURITY OF CENTRAL FLORIDA, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide security services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is:
401 South State Street, Bunnell, Florida 32110. The mailing address of the corporation is P. O. Box 352633, Palm Coast, Florida 32135.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 401 South State Street, Bunnell, Florida 32110, and the name of the initial registered agent at such address is Mark L. Thomson.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Barry S. Thomson	4 Willow Place Palm Coast, FL 32164
Mark L. Thomson	5170 Mahogany Boulevard Bunnell, FL 32110
Margaret Thomson	5170 Mahogany Boulevard Bunnell, FL 32110

ARTICLE NINE
INCORPORATORS

The names and addresses of the incorporators are:

Barry S. Thomson 4 Willow Place
Palm Coast, FL 32164

Mark L. Thomson 5170 Mahogany Boulevard
Bunnell, FL 32110

Margaret Thomson 5170 Mahogany Boulevard
Bunnell, FL 32110

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Barry S. Thomson 4 Willow Place
Chief Executive Officer Palm Coast, FL 32164

Mark L. Thomson 5170 Mahogany Boulevard
President Bunnell, FL 32110

Margaret Thomson 5170 Mahogany Boulevard
Secretary/Treasurer Bunnell, FL 32110

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

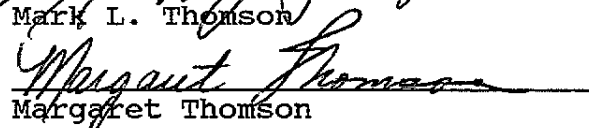
ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 18 day of September, 1999.


Barry S. Thomson


Mark L. Thomson


Margaret Thomson

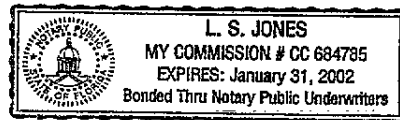
STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 18 day of September, 1999, before me, the undersigned authority, appeared BARRY S. THOMSON, who is personally known to me or who has produced Florida Driver License as identification; MARK L. THOMSON, who is personally known to me or who has produced Florida Driver License as identification; MARGARET THOMSON, who is personally known to me or who has produced Florida Driver License as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Linda S. Jones

Notary Signature



FILED

NOTICE OF REGISTERED AGENT

1999 OCT 20 PM 4: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

PRUDENTIAL SECURITY OF
CENTRAL FLORIDA, INC.

a corporation organizing under the
laws of the State of Florida, with its principal office at 401 South
State Street, in the City of Bunnell, County of Flagler, in the State
of Florida, has named Mark L. Thomson, who is located at 401 South
State Street, Bunnell, Florida, as its registered agent to accept
service of process within the State.

DIRECTOR:

ADDRESS:

Barry S. Thomson

4 Willow Place
Palm Coast, FL 32164

Mark L. Thomson

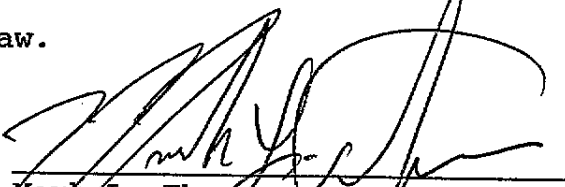
5170 Mahogany Boulevard
Bunnell, FL 32110

Margaret Thomson

5170 Mahogany Boulevard
Bunnell, FL 32110

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep
office open during prescribed hours; to post my name (and the names
of any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some
conspicuous place as required by law.


Mark L. Thomson