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CT CORPORATION

January 19, 2005

Department of State, Florida 409 East Gaines Street Tallahassee FL 32399 FILED
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DIVISION OF CORPORATIONS
DIVISION OF CORPORATIONS

Re: Order #: 6186657 WO

Customer Reference 1: Key Control Holding, Inc. Customer Reference 2: Key Control Holding, Inc.

Dear Department of State, Florida:

Please obtain the following:

Key Control Holding, Inc. (DE) Qualification Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Stephanie Sanders Fulfillment Specialist Stephanie Sanders@cch-lis.com File 15t

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Key Control Holding, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.") (If name unavailable in Florida, enter afternate corporate name adopted for the purpose of transacting business in Election (State or country under the law of which it is incorporated) 4. December 3, 2004 (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7. 6700 Hollister, Houston, Texas 77040 (Current mailing address) 8. Manufacture, sell, install, and maintain asset control systems. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: C T Corporation System Office Address: 1200 South Pine Island Road Plantation (City) (City) (City) (City) (City) (City code) 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. C T Corporation System C T Corporation System (Registered agent) E. A. Wallace Assistant Secretary			WITH SECTION 607.1503, FLORIDA REIGN CORPORATION TO TRANSACT		UTES, THE FOLLOWING IS SUBMITTED TO INESS IN THE STATE OF FLORIDA.	
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp," "Inc.," "Corporation of the purpose of transacting business in Elorida, "(Fil number, if applicable) Descended or country under the law of which it is incorporated (Date of incorporation) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7. 6700 Hollister, Houston, Texas 77040 (Current mailing address) 6700 Hollister, Houston, Texas 77040 (Current mailing address) 8. Manufacture, sell, install, and maintain asset control systems. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 9. Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation Plantation (City) (City	1 1	Key Control Hole	ding. Inc.			
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By: Aww. Assistant Secretary	Ha des fur	ving been nam ignated in this ther agree to co	ed as registered agent and to accept ser application, I hereby accept the appoin omply with the provisions of all statutes	tmeni relat	t as registered agent and agree to act in this capaci ive to the proper and complete performance of my	ty. I
By: Aww. Assistant Secretary			C T Corporat	ion Sy	stem	
		_	Marie Care	•	E. A. Wallace	
		By			<u> </u>	*

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
- 12. Names and business addresses of officers and/or directors:

A. DIRECTORS	
Chairman: **See Attached**	
Address:	
	· · · · · · · · · · · · · · · · · · ·
Vice Chairman:	2005 DIVA-1-1 AL
Address:	
	#9 = ==
Director:	SES P II
Address:	F
	710 RID
Director:	S.
Address:	
B. OFFICERS	
President: **See Attached**	
Address:	
Vice President:	
Address:	
Secretary:	
Address:	
Treasurer:	_
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additi-	onal officers and/or directors.
13. Sen Survec (Signature of Director or Officer listed in number 12 of the a	1:
	application)
14. Kenneth Bunney, Vice President/Secretary (Typed or printed name and capacity of person signing app	plication)

Key Control Holding, Inc.

Directors -

Robert T. Brockman 6700 Hollister

Houston, Texas 77040

Alfred J. Thorpe 2700 Post Oak Blvd. Suite 1440

Houston, Texas 77056

Robert F. Smith 150 California St. 19th Floor

San Francisco, CA 94111

Officers -

Robert T. Brockman CEO 6700 Hollister

Houston, TX 77040

Robert M. Nalley President 6700 Hollister

Houston, TX 77040

Dan S. Agan Executive Vice 6700 Hollister

President Houston, TX 77040

Carlan Cooper Senior Vice 6700 Hollister

President Houston, TX 77040

Terry Jones Senior Vice 6700 Hollister
President Houston TX 77040

President Houston, TX 77040

Colquitt Branch Huchingson Vice President- 6700 Hollister

Sales Houston, TX 77040

Billy Foster Vice President- 6700 Hollister

Client Support Center Houston, TX 77040

Robert Burnett Vice President/Treasurer 6700 Hollister
Houston, TX 77040

Houston, 1X 77040

Kenneth Bunney Vice President/Secretary 6700 Hollister
Houston, TX 77040

Patrick D. Brown Assistant Secretary 6700 Hollister
Houston, TX 77040

William W. Matteson Assistant Secretary 6700 Hollister

Houston, TX 77040

Delaware

PAGE 3

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KEY CONTROL HOLDING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

2005 JAN 19 PH 1: 53

DIVILION OF CORPORATIONS



Warriet Smith Windson Haraus Haraus Assassan 3829752

DATE: 01-14-05

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