

1201 BAY STREET  
TALLAHASSEE, FL 32301-2607  
904 222 9171  
904 222 0300

800-342-8086

**CSC networks**

PROVIDING  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 966750 4301924

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 24, 1996

ORDER TIME : 11:52 AM

ORDER NO. : 966750

CUSTOMER NO: 4301924

CUSTOMER: David E. Kahen, Esq  
Roberts & Holland  
825 Eighth Avenue  
37th Floor  
New York, NY 10019

G. TAX \_\_\_\_\_  
EWING \_\_\_\_\_  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
N. DATES \_\_\_\_\_  
SQUADRO BLUE \_\_\_\_\_  
(INITIALS) \_\_\_\_\_

000001001001  
05/25/96-01035-027  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 3:55

FOREIGN FILINGS

NAME: VIDEO MONITORING SERVICES OF  
AMERICA, L.P.

hrc  
5/28/96

XXXX QUALIFICATION (TYPE: LP)

000001001001  
05/25/96-01035-027  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
CERTIFIED COPY  
XX \_\_\_\_\_  
PLAIN STAMPED COPY  
\_\_\_\_\_  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

RECEIVED  
96 MAY 29 PM 3:15  
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 28 PM 3:15

1. Video Monitoring Services of America, L.P.  
(Name of limited partnership as it is in the home state)
2. Video Monitoring Services of America, Limited Partnership  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. New York  
(State of Formation)
4. May 15, 1996  
(Date of Formation)
5. The Prentice-Hall Corporation System, Inc.  
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street, Suite 105  
(Street Address of Registered Office)  
Tallahassee, Florida 32301  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
The Prentice-Hall Corporation System, Inc.  
By: Vicki Schreiber Vicki Schreiber, Asst. Vice President  
(Agent must sign on this line)
8. 330 West 42nd Street, New York, NY 10036  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS  
PII 921  
Video Monitoring Services of America, Inc. 330 West 42nd St., NY, NY 10036
10. Video Monitoring Services of America, L.P., 330 West 42nd St., NY, NY 10036  
(Office where Names, Addresses and Contributions of Limited Partners are kept)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12 130 West 42nd Street, New York, NY 10036

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 23rd MAY 19 96

Video Monitoring Services of America, Inc.

By: [Signature]

Robert J. Cohen General Partner  
President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 23rd day of May, 19 96, Robert J. Cohen  
personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

Marilyn C. Robinson  
(Notary Public Signature)

Marilyn C. Robinson  
(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

MARILYN C. ROBINSON  
Notary Public, State of New York  
No. 03-4708755  
Qualified in Bronx County  
Commission Expires April 30, 1998 7

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED  
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Video Monitoring Services of America, Inc.  
Video Monitoring Services  
a general partner of of America, L.P., a (not) New York limited partnership,  
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 13,400,950.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 335,024.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 23 day of MAY, 191996.

Video Monitoring Services of America, Inc.

By: [Signature]  
Robert J. Cohen General Partner  
President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 23rd day of May, 1996, Robert J. Cohen  
personally appeared before me, ☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

Marilyn C. Robinson  
(Notary Public Signature)  
Marilyn C. Robinson  
(Notary's Printed Name)

Seal

My Commission Expires: MARILYN C. ROBINSON  
Notary Public, State of New York  
No. 03-4706755  
Qualified in Bronx County  
Commission Expires April 30, 1998 1