

F9500002008
TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

900001458659
-04/18/95--01038--008
*****70.00 *****70.00

W95-8325

SUBJECT: SILENT PARTNER, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KATHY M. EPPS
(Name of Person)
SILENT PARTNER, INC.
(Firm/Company)
1590 NORTH ROBERTS ROAD, SUITE 206
(Address)
KENNESAW, GEORGIA 30144
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 25 PM 2:05

FILED

Should you need to call someone concerning this matter, please call:

KATHY M. EPPS at (404) 919 9000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1995

KATHY M. EPPS
SILENT PARTNER, INC.
1590 N. ROBERTS RD., #206
KENNESAW, GA 30144

SUBJECT: SILENT PARTNER, INC.
Ref. Number: W9500008325

We have received your document for SILENT PARTNER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return 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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

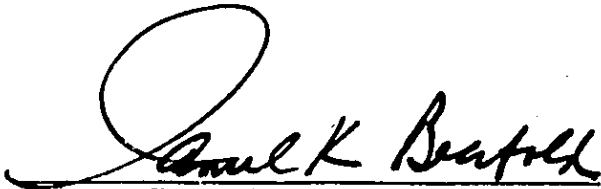
Letter Number: 995A00018176

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DANIEL K. BECHTOLD, do hereby certify that this Resolution of the Board of Directors of SILENT PARTNER, INC., a corporation duly organized and existing under the laws of the State of GEORGIA, was duly adopted on APRIL 24th, 19 95.

Resolved, that SILENT PARTNER, INC., organized and existing in the State of GEORGIA, hereby adopts the name FLORIDA SILENT WITNESS, INC. for use in Florida.

Dated: APRIL 24, 1995


Signature of at least one director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. SILENT PARTNER, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. GEORGIA

(State or country under the law of which it is incorporated)

3. 58-2015540

(FEI number, if applicable)

4. 09/22/92

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 04/11/95

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1590 North Roberts Road, Suite 206

Kennesaw, Georgia 30144

(Current mailing address)

8. Sales and Installation of CCTV Equipment

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida , 33324

(Zip 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.


(Registered agent's signature)

John J. Masters
Ass. Secy.

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.

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95 APR 25 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: DANIEL K. BECHTOLD

Address: 415 Laurian Way
Kennesaw, Ga. 30144

Vice Chairman: James F. Keenan

Address: 211-213 Seaview Avenue
Palm Beach, Florida 33480

Director: Calvin Kammerer

Address: 400 Riverhill Drive
Atlanta, Ga. 30328

Director: _____

Address: _____

B. OFFICERS CEO : Daniel K. Bechtold
415 Laurian Way, Kennesaw, Ga. 30144

President: Calvin Kammerer

Address: 400 Riverhill Drive
Atlanta, Ga. 30328

Vice President: _____

Address: _____

Secretary: Charles B. Thomas

Address: 1818 "L" Street S W
Washington, DC 20036

Treasurer: Johnny F. Downs

Address: 3045 Summit Wood Drive
Kennesaw, Ga. 30144

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel K. Bechtold, CEO
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 951010216
CONTROL NUMBER : 9219478
DATE INC/AUTH/FILED: 09/22/1992
JURISDICTION : GEORGIA
PRINT DATE : 04/11/1995
FORM NUMBER : 211

SILENT PARTNERS, INC.
1590 N. ROBERTS RD
STE 205
KENNESAW GA 30144

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**SILENT PARTNER, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Max Cleland

MAX CLELAND
SECRETARY OF STATE



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta