

WOLFE & STEEL, P.C.
ATTORNEYS AND COUNSELORS AT LAW

1800 PHAC...
SOUTH 300...
ATLANTA, GEORGIA 30309
January 24, 1996

TELEPHONE (404) 352-5000
FACSIMILE (404) 352-5636
Of Counsel: Todd K. Mazian

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001700101
-01/29/96--01040--008
*****70.00 *****70.00

W96-2400
p365

RE: Electroguard, Inc.
Application by Foreign Corporation for Authorization to Transact Business
in Florida

To Whom It May Concern:

100001726141
-02/28/96--01014--003
***3600.00 ***3600.00

With respect to the above-referenced application by a foreign corporation for authorization to transact business in Florida, enclosed please find the following items:

1. Transmittal Letter, original and one copy;
2. Certificate of Existence printed 12/11/95, original;
3. Application, original and one copy; and
4. Check in the amount of \$70.00.

Please file the originals with the Florida Department of State and return the copy of both the Transmittal Letter and Application to me stamped "filed" in the stamped, self-addressed envelope I have provided for your convenience.

Thank you in anticipation of your cooperation.

Sincerely,

WOLFE & STEEL, P.C.

Kris Waddy
Kris Waddy
Law Clerk

KW

Enclosures

cc: Electroguard, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 31, 1996

L. DAVID WOLF
WOLF & STEEL, P.C.
1800 PEACHTREE ST NW #300
ATLANTA, GA 30309

SUBJECT: ELECTROGUARD, INC.
Ref. Number: W96000002400

We have received your document for **ELECTROGUARD, INC.** and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3600.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 396A00004311

**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. ELECTROGUARD, 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. FEI# 58-2158184
(FEI number, if applicable)

4. 07/23/93
(Date of incorporation)

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

6. July 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1503, F.S.))

7. 6621 Bay Circle, Suite 140
Norcross, Georgia 30071-1218
(Current mailing address)

8. Installation and monitoring of security systems (security sales)
(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: Richard Hall
Office Address: 4050 Kiawa Dr.
Orlando, Florida, 32837
(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.

Richard B. Hall
(Registered agent's signature)

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: Ronald H. Topper

Address: 6621 Bay Circle, Suite 140

Norcross, Georgia 30071-1218

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ronald H. Topper

Address: 6621 Bay Circle, Suite 140

Norcross, Georgia 30071-1218

Vice President: _____

Address: _____

Secretary: Martin S. Topper

Address: 6621 Bay Circle, Suite 140

Norcross, Georgia 30071-1218

Treasurer: _____

Address: _____

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

ELECTROGUARD, INC.

13. By: Ronald H. Topper Pres
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald H. Topper, President
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 953450548
CONTROL NUMBER : 9317041
DATE INC/AUTH/FILED: 07/23/1993
JURISDICTION : GEORGIA
PRINT DATE : 12/11/1995
FORM NUMBER : 211

CHRIS WADDY
WOLFE & STEEL, P.C.
1800 PEACHTREE ST. N.W. STE. 300
ATLANTA GA 30309

CERTIFICATE OF EXISTENCE

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

ELECTROGUARD, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was 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, certificate of cancellation, or any other similar document 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, a statement of commencement of winding up, 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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 AM 11:32

CORPORATIONS
656-2817

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