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May 15 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000001974 (2)

1. Corporation Name

ADVANCED PROTECTION SYSTEMS, INC.

Principal Place of Business

3333 LEE PARKWAY
DALLAS TX 75219

Mailing Address

3333 LEE PARKWAY
DALLAS TX 75219-5111

2. Principal Place of Business

21 6500 Greenville Ave.

Suite, Apt. #, etc.

22 Suite 200

City & State

23 Dallas, Texas

Zip

24 75206

Country

25

2a. Mailing Address

26 P.O. Box 199000

Suite, Apt. #, etc.

27

City & State

28 Dallas, Texas

Zip

29 75219

Country

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when revolving)

DATE

12. OFFICERS AND DIRECTORS

TITLE

D HIRSCH, LAURENCE E

3517 PRINCETON

DALLAS TX 75205

CITY - ST - ZIP

TITLE

DCEO WEINBERG, STEPHEN M

3333 LEE PARKWAY

DALLAS TX 75219

CITY - ST - ZIP

TITLE

DP YOUNG, KEITH P

6500 GREENVILLE #200

DALLAS TX 75206

CITY - ST - ZIP

TITLE

CV CARTER, MITCHELL

6500 GREENVILLE #200

DALLAS TX 75206

CITY - ST - ZIP

TITLE

DVS SMERGE, RAYMOND G

3333 LEE PARKWAY

DALLAS TX 75219

CITY - ST - ZIP

TITLE

V BEGLEY, CARLA

6500 GREENVILLE #200

DALLAS TX 75206

CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY - ST - ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY - ST - ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY - ST - ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY - ST - ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY - ST - ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY - ST - ZIP

* See attached for a complete listing of officers

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

Richard C. Howell

4/22/97

(214) 991-5000

CR2E034 (9/96)

CORPORATION:**ADVANCED PROTECTION SYSTEMS, INC.**

The names and addresses of the directors and officers are as follows:

DIRECTORS:

Mitchell Carter	6500 Greenville Ave., Suite 200	Dallas, TX 75206
Laurence E. Hirsch	2728 North Harwood St.	Dallas, TX 75201
Raymond G. Smerge	2728 North Harwood St.	Dallas, TX 75201
Stephen M. Weinberg	3710 Rawlins St.	Dallas, TX 75219
Keith P. Young	6500 Greenville Ave., Suite 200	Dallas, TX 75206

OFFICERS:

President/Treasurer	Keith P. Young	6500 Greenville Ave, Suite 200 Dallas, TX 75206
Executive VP and Secretary	Mitchell Carter	6500 Greenville Ave, Suite 200 Dallas, TX 75206
VP - Monitoring Services	Carla Begley	6500 Greenville Ave, Suite 200 Dallas, TX 75206
VP - Operations	Dirk J. Korte	6500 Greenville Ave, Suite 200 Dallas, TX 75206
Controller	Tom Parker	6500 Greenville Ave, Suite 200 Dallas, TX 75206
Assistant VP	Richard C. Harvey	3710 Rawlins Street, Dallas, TX 75219