



THE UNITED STATES
CORPORATION
COMPANY

F980000002019

ACCOUNT NO. : 072100000032

REFERENCE : 769601 7111016

AUTHORIZATION

Patricia Puyot

COST LIMIT : \$ 70.00

ORDER DATE : April 6, 1998

ORDER TIME : 4:02 PM

ORDER NO. : 769601-010

CUSTOMER NO: 7111016

CUSTOMER: Ms. Audra McClellan
Southern Company Services,
Suite 2000
270 Peachtree Street
Atlanta, GA 30303

200002483282-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 7:45

FOREIGN FILINGS

NAME: POWERCALL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED
98 APR -8 PM 4:10
DIVISION OF CORPORATION

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

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

1. PowerCall, 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. Delaware
(State or country under the law of which it is incorporated)
3. 58-2264667
(FEI number, if applicable)
4. April 9, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 17, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 241 Ralph McGill Boulevard, NE
Atlanta, GA 30308
(Current mailing address)
8. Install home and business security systems
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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)

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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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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.

Sam H. Dabbs, Jr., Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

PowerCall, Inc.

DIRECTORS

Robert S. Beason Primary Address:	Director 64 Perimeter Center East Atlanta, GA 30346
William Paul Bowers Primary Address:	Director 241 Ralph McGill Boulevard, N. E. Atlanta, GA 30308-3374
Paul J. DeNicola Primary Address:	Director Bin 10137, 241 Ralph McGill Boulevard, N. E. Atlanta, GA 30308-3374
Dwight H. Evans Primary Address:	Director 2992 West Beach Gulfport, MS 39501
J. Kevin Fletcher Primary Address:	Director 64 Perimeter Center East Atlanta, GA 30346
Michael L. Scott Primary Address:	Director 600 North 18th Street Birmingham, AL 35291
J. Thomas Kilgore, Jr. Primary Address:	Director None given
Allen L. Leverett Primary Address:	Director 270 Peachtree Street NW Atlanta, GA 30303
William T. Orr Primary Address:	Director 900 Ashwood Parkway Suite 500 Atlanta, GA 30338

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Directors, Officers Report

PowerCall, Inc.

OFFICERS

Robert S. Beason	President
Primary Address:	64 Perimeter Center East Atlanta, GA 30346

Michael E. Britt	Vice President
Primary Address:	None given

Tommy Chisholm	Secretary
Primary Address:	270 Peachtree Street, N.W. Atlanta, GA 30303

Allen L. Leverett	Treasurer
Primary Address:	270 Peachtree Street NW Atlanta, GA 30303

Sam H. Dabbs, Jr.	Assistant Secretary
Primary Address:	270 Peachtree Street, N.W. Atlanta, GA 30303

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERCALL, 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 SEVENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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981132808

AUTHENTICATION: 9015430

DATE: 04-07-98

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DIVISION OF CORPORATIONS
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