

F980000006816

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ALL SAFE, 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:

DENNIS L. PAYTON

(Name of Person)

ALL SAFE, INC

(Firm/Company)

353 NORTH GLYNN STREET

(Address)

FAYETTEVILLE, GEORGIA 30214

(City/State/Zip)

98 DEC 14 AM 8:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-27350

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

100002704891--6
-12/07/98--01133--006
*****70.00 *****70.00

DENNIS L. PAYTON at (770) 716-8855
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

AL DEC 17 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1998

DENNIS L. PAYTON
ALL SAFE INC.
353 NORTH GLYNN STREET
FAYETTEVILLE, GA 30214

SUBJECT: ALL SAFE INC.
Ref. Number: W98000027350

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TALLAHASSEE, FLORIDA

We have received your document for ALL SAFE 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 DOCUMENT 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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 898A00057861



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98 DEC 14 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 1998

Agnes Lunt
Florida Secretary of State Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In Re: Ref. # W98000027350

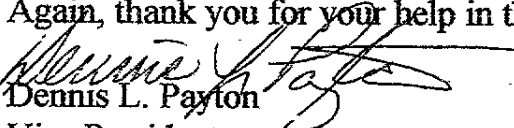
Dear Ms. Lunt:

Per our conversation today, I have submitted to you the revised name and completed corporate resolution for the name "All Safe, Inc. of Georgia. Please fax a copy of the letter of approval for doing business in Florida to my attention:

DENNIS L. PAYTON
(770) 716-8889 (Fax)

As I explained in our conversation, I need a copy of this for the state contractors licensing board and follow up with the original to them as soon as possible. Your immediate assistance in this matter will be greatly appreciated. Please call on me if I may be of any assistance (770) 716-8855.

Again, thank you for your help in this matter.


Dennis L. Payton
Vice President

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Dennis L. Payton, do hereby certify
(Name)

that this Resolution of the Board of Directors of ALL SAFE, INC

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,

was duly adopted on 14th December, 19 98.

Be it resolved, that ALL SAFE, INC,
(Corporate Name)

organized and existing in the State of GEORGIA, hereby adopts the name

ALL SAFE, INC OF GEORGIA for use in Florida.

Dated: 12/14/98

[Signature]
Signature of either Chairman, Vice Chairman or any officer

Chairman, Pres.

JAMES ROTH

Type or print name

INHS19(4/96)

**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. ALL SAFE, 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 3. 58-2355596
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 5, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY/FEBRUARY 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 353 NORTH GLYNN STREET
FAYETTEVILLE, GA 30214
(Current mailing address)

8. SALE & INSTALLATION OF ELECTRONIC SECURITY SYSTEMS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT 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.

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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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TALLAHASSEE, FLORIDA

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: JAMES ROTH

Address: 105 OAK SHADOW WAY
FAYETTEVILLE, GA 30215

Vice Chairman: DENNIS L. PAYTON

Address: 130 CHADWICK DRIVE
PEACHTREE CITY, GA 30269

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JAMES ROTH

Address: 105 OAK SHADOW WAY
FAYETTEVILLE, GA 30215

Vice President: DENNIS L. PAYTON

Address: 130 CHADWICK DRIVE
PEACHTREE CITY, GA 30269

Secretary: DENNIS L. PAYTON

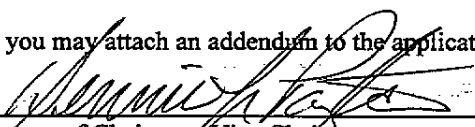
Address: 130 CHADWICK DRIVE
PEACHTREE CITY, GA 30269

Treasurer: _____

Address: _____

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

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983140738
CONTROL NUMBER : 9739595
DATE INC/AUTH/FILED: 11/05/1997
JURISDICTION : GEORGIA
PRINT DATE : 11/10/1998
FORM NUMBER : 211

ALL SAFE, INC.
DENNIS PAYTON
353 NORTH GLYNN STREET
FAYETTEVILLE GA 30214

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ALL SAFE, 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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE