

F990000001459



ACCOUNT NO. : 072100000032
REFERENCE : 155662 4305486
AUTHORIZATION : Patricia Kuyt
COST LIMIT : \$ 70.00

ORDER DATE : March 3, 1999
ORDER TIME : 10:24 AM
ORDER NO. : 155662-040
CUSTOMER NO: 4305486

300002819043-4
-03/25/99-01114-001
***9465.00 ***9465.00
000002802320-8
W99-5942

CUSTOMER: Kelly Meder, Legal Assistant
Taft Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202

RECEIVED
99 MAR 11 AM 11:27
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: INPHOTO SURVEILLANCE, INC.

FILED
SECRETARY OF STATE
99 MAR 11 PM 3:24

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

mtu
3/17

CONTACT PERSON: Tamara Odom



pg 687

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 1999

CSC

SUBJECT: INPHOTO SURVEILLANCE, INC.
Ref. Number: W99000005942

We have received your document(s) in this office, however, a copy of the document is being returned 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 \$1150..

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 199A00011648

99 MAR 11 PM 3:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT

STATE OF ILLINOIS

SS:

COUNTY OF DUPAGE

The undersigned, being a duly elected officer of InPhoto Surveillance, Inc., hereby states that InPhoto Surveillance, Inc. began doing business on January 1, 1991 and not on September 1, 1998 as previously stated in its application for qualification.

INPHOTO SURVEILLANCE, INC.

Michelle C Cerrillos
Michelle Cerrillos, Controller

Sworn to before me and subscribed in my presence this th 12 day of March, 1999.



Janet N. Sowinski
Notary Public

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
99 MAR 11 PM 4:12

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. InPhoto Surveillance, 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. Illinois (State or country under the law of which it is incorporated) 3. 36-3188415 (FBI number, if applicable)

4. 2-2-82 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 9-1-98 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o InPhoto Surveillance, Inc., 1250 E. Diehl Road
Naperville, IL 60563
(Current mailing address)
Private investigative and surveillance. To engage in any act or activity for which corporations may be organized.

8. _____ (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.

By: Cherry Rabun
Corporation Service Company
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 3:24

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: _____

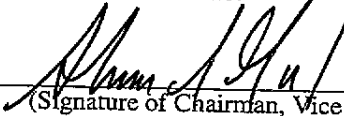
Treasurer: _____

Address: _____

09 MAR 11 PM 3: 24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Abrams S. Gordon Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

List of Officers

Timothy Kizorek, President
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

Michelle Cerrillos, Controller
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

Abram S. Gordon, V.P. & Sec.
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

Sabrina Perel, V.P. & Asst. Sec.
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

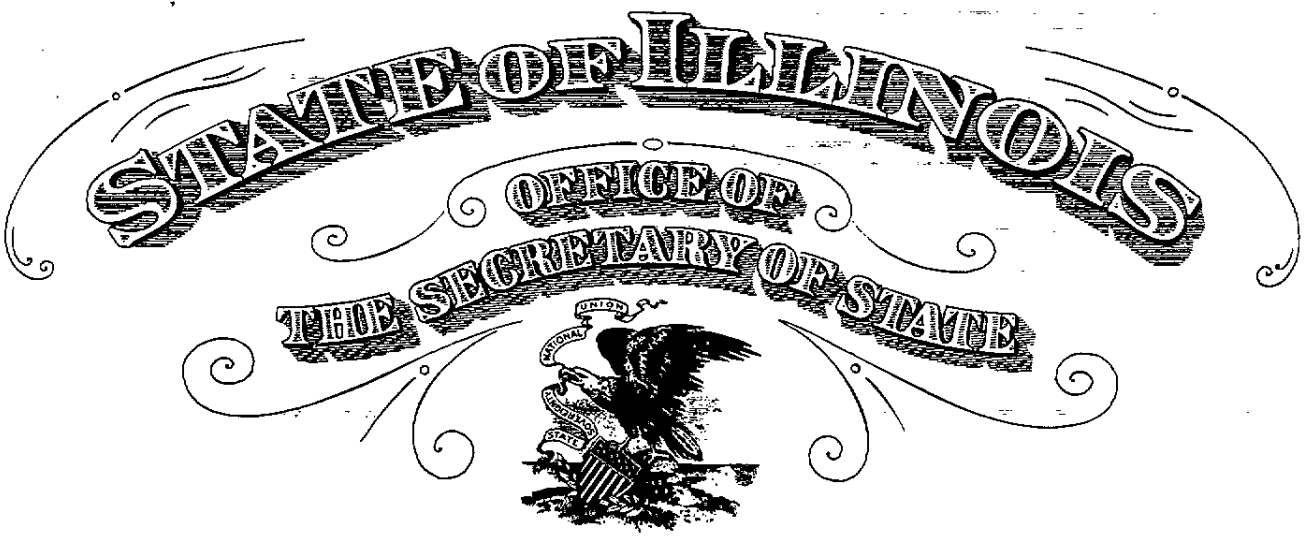
Nazzareno Paciotti, V.P. & Treasurer
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

List of Directors

Abram S. Gordon
c/o InPhoto Surveillance, Inc.
1250 E. Diehl Road
Naperville, IL 60563

99 MAR 11 PM 3: 24

FILED
SECRETARY OF STATE
DIVISION OF RECORDS



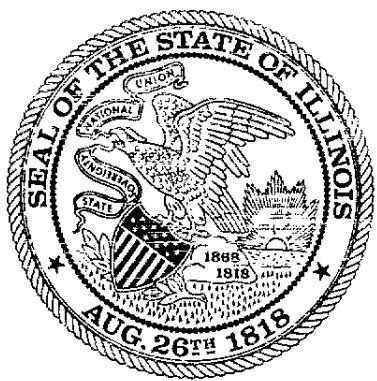
To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

INPHOTO SURVEILLANCE, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 1982, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAR 11 PM 3:24

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 5TH day of MARCH A.D. 1999



Jesse White

SECRETARY OF STATE