

APR-28-2005 THU 02:46 PM BOIES SCHILLER

FAX NO. 305 539 1377

P. 01/03

Division of Corporations

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From:

Account Name : BOIES, SCHILLER & FLEXNER, LLP.
Account Number : I19990000190
Phone : (305)539-8400
Fax Number : (305)357-8553

05 APR 28 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DISSOLUTION

SECURITY ONE SYSTEMS OF ORLANDO, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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FA#: H-107146

ARTICLES OF DISSOLUTION

OF

SECURITY ONE SYSTEMS OF ORLANDO, INC.


FILED
05 APR 28 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Security One Systems of Orlando, Inc., a Florida corporation (the "Corporation"), by its President, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporation Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation: Security One Systems of Orlando, Inc.
2. The foregoing dissolution was authorized by sole Directors of the Corporation by written consent as of the 28th day of April, 2005 and approved by the shareholders of the Corporation by written consent as of the 28th day of April, 2005.
3. The number of votes cast for dissolution by the sole Shareholder was sufficient for approval of the action authorizing such dissolution.
4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

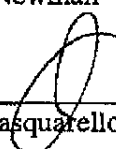
IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, as of this 28th day of April, 2005.

DIRECTORS:SHAREHOLDER:


Robert Newman

Security One Systems of Orlando, Inc.

By: 
Robert Newman, Chief Executive Officer


James Pasquarello

FA#: H-107146

Document #200782v1 4-25-2005

**WRITTEN CONSENT TO CORPORATE ACTION BY THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
SECURITY ONE SYSTEMS OF ORLANDO, INC.**

The undersigned, constituting all of the Directors and the sole Shareholder of Security One Systems of Orlando, Inc., Florida corporation, in lieu of holding an annual meeting, hereby consents to and confirms in writing the following corporation actions, all pursuant to the terms of Florida Statutes 607.0704 and 607.0821:

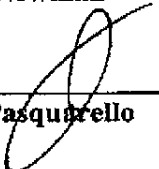
1. We hereby acknowledge and approve the administrative dissolution of the corporation effective as of April 28, 2005.

2. I hereby ratify and confirm all of the actions of the officers and directors taken during the preceding year on behalf of the corporation.

Effective as of April 28, 2005

DIRECTORS:


Robert Newman


James Pasquarello

SHAREHOLDER:

Security One Systems, Inc.

By: 
Robert Newman, Chief Executive Officer