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PLEASE REPLY TO THE MISSOURI OFFICE

P 98 000017998

February 18, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of B & A Alarms, Inc.

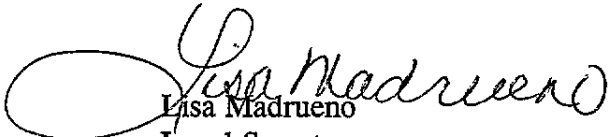
Dear Sir/Madam:

Enclosed please find the following:

1. Two (2) Articles of Incorporation;
2. An Acceptance of Registered Agent form; and
3. A check in the amount of \$70.00 representing the filing fee.

Kindly process this information for the incorporation of B & A Alarms, Inc. in the State of Florida, returning a file-stamped copy of the Articles and the original Certificate of Incorporation in the envelope provided for your convenience. Should you have any questions regarding this matter, please contact our office.

Sincerely,

  
Lisa Madrueno  
Legal Secretary

\lam  
Encl.

100002438261--5  
-02/23/98-01123-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
98 FEB 23 AM 7:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER FEB 25 1998

ARTICLES OF INCORPORATION

OF

B & A ALARMS, INC.

SANDRA B. MORTHAM  
SECRETARY OF STATE  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FILED  
98 FEB 23 AM 7:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of 18 years or more, for the purpose of forming a corporation under The General and Business Corporation Law of Florida, adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is:

B & A Alarms, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida, 32301; and the name of the corporation's initial registered agent at such address is Corporation Service Company.

ARTICLE THREE

The aggregate number of shares, including all classes of stock, which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock with zero (0) par value per share. There shall be no limitation upon the preemptive right of any shareholder to acquire additional shares of the corporation.

ARTICLE FOUR

The name and place of residence of the Incorporator is as follows:

<u>Name</u>	<u>Street</u>	<u>City</u>
Todd A. Rohr	423 West 8th Street, Suite 400	Kansas City, Missouri 64105

#### ARTICLE FIVE

The number of directors to constitute the Board of Directors is one(1).

#### ARTICLE SIX

The duration of the corporation is perpetual.

#### ARTICLE SEVEN

The nature of the business and the objects and purposes for which the corporation is formed and which may be transacted, promoted and carried on by the corporation are to do any and all of the hereinafter-mentioned things, as well as those provided for by law, as fully and to the same extent as natural persons might or could do, to-wit:

1. To sell, distribute, advertise, and manufacture merchandise for sale in retail business or other related business.
2. To purchase or otherwise acquire, own, hold, improve, develop, lease, sell or otherwise dispose of and/or encumber real and personal property of each and every kind and description.
3. To borrow or raise money for any purpose of the corporation and to secure the same and the interest accruing on any such loan, indebtedness or obligation of the corporation, and for that or any other purpose, to pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatsoever, subject only to limitations specifically imposed by law.
4. To purchase and acquire as a going concern or otherwise, the business, good will, rights and property, permits and licenses and all or any part of the assets and liabilities of any other person, firm, syndicate, association or corporation.
5. To draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, checks, drafts, warrants, bills of lading, warehouse receipts, and all kinds of obligations and certificates of negotiable or transferrable instruments.
6. To borrow money and contract debts for any of the purposes of the corporation, including the acquisition of property and to issue bonds, coupons, debentures, debenture stock, notes, trust receipts, or other securities or other obligations or evidences of indebtedness therefor, and to secure the same by pledge, mortgage, deed of trust, or otherwise of the whole or any

part of the real or personal property of the corporation, or to issue bonds, debentures, notes, trust receipts or other securities or other obligations of or evidences of indebtedness without security.

7. To loan money, and to take notes, trust receipts or other obligations or evidences of indebtedness therefor either without security or secured by debentures, bonds, mortgages, deeds of trust, pledges or otherwise.

8. To enter into, make, perform and carry out or cancel and rescind any contract or contracts for any lawful purpose, with any person, corporation, organization, firm, association, government or any agency or subdivision thereof, and to do all or any of the things herein enumerated alone for its own account, or for the account of others, or as the agent of others, or in association with others, or by or through others.

9. To procure the prosecution, defense, and settlement of actions of law or in equity.

10. To have one or more offices and to conduct its business, carry on operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, colonies, dependencies and protectorates of the United States and in foreign countries, without restriction as to place, manner or amount, but subject to the laws of such state, district, territory, colony dependency, protectorates or country.

11. To do any and all things herein above set forth, and, in addition, such other acts and things as are necessary, convenient, or proper for, or incidental to, the attainment of the purposes and objects of the corporation, or any of them, to the extent and as fully and freely as natural persons lawfully might or could do in any part of the world, insofar as such acts permitted to be done by a corporation organized under the General Corporations Laws of the State of Florida, and in general, to carry on any other business in connection therewith otherwise not being forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida.

12. It is intended that each of the foregoing clauses shall be construed as objects, purposes and powers and it is hereby expressly provided that the foregoing enumeration shall not be held to limit or restrict in any manner the powers of the corporation; and it is intended that the purposes, objects and powers specified in each of the clauses of this ARTICLE SEVEN of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited to, restricted by reference to, or inference under, the terms of any other clause of this Article or of any other Article of these Articles of Incorporation, but that, except as otherwise expressly provided, each of the purposes, objects and

powers specified in this Article and each of the Articles of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE EIGHT

The Articles of Incorporation of this corporation may be amended, altered or repealed only upon the vote of a simple majority of the outstanding stock of the corporation at the time of vote.

The Bylaws of the corporation may be amended, altered or repealed only upon vote of simple majority of the members of the Board of Directors.

#### ARTICLE NINE

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

#### ARTICLE TEN

Each director or officer, or former director or officer of this corporation and his legal representatives, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with, or arising out of, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, in which he was or is a party or is threatened to be made a party by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation; provided, that the corporation shall indemnify such director or officer with respect to any matter only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. Each director or officer, or former director or officer, and his legal representatives, shall be indemnified by the corporation against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer, or is or was serving at the request of the corporation as a director or officer of another corporation; provided that the corporation shall indemnify such director or officer with respect to any matter only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no

indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

The indemnification herein provided for, however, shall apply only in respect to any amount paid in compromise of any such action, suit or proceeding asserted against such director or officer, provided that the Board of Directors shall have first approved such proposed compromise settlement and upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination of whether such applicable standard of conduct has been met shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; or, if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

#### ARTICLE ELEVEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner as hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 29<sup>th</sup> day of January, 1998.



\_\_\_\_\_  
INCORPORATOR  
TODD A. ROHR

STATE OF MISSOURI    )  
                              ) ss.  
COUNTY OF JACKSON    )

I, Lisa Madrueno, a Notary Public in and for the above-named County and State, do hereby certify that on the 29th day of January, 1998, personally appeared before me, Todd A. Rohr, by me first duly sworn, and who declared that he is the person who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_

**LISA MADRUENO**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Jackson County  
My Commission Expires: March 25, 2001

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, an individual residing  
in this state, having a business office identical with the  
registered office of the corporation named below, and having  
been designated as the Registered Agent in the above and  
foregoing Articles of Incorporation of:

B & A ALARMS, INC.

Corporation Service Company is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: \_\_\_\_\_

CAROL K. DOLOR

AUTHORIZED REPRESENTATIVE

Typed Name: Corporation Service Company

Company

CLERK OF COURT  
TALLAHASSEE, FLORIDA

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