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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2014 JUN - 2 PM 2:32
SECRETARY OF STATE
CORPORATION DIV

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Monitronics International, Inc.
2. It is incorporated under the laws of Texas
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 8/31/1994 and the period of its duration is perpetual
5. The address of its principal office is 2350 Valley View Lane, Suite 100, Dallas, TX 75234
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A, East Providence RI 02914 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: provider of alarm monitoring services

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include William Fitzgerald and William Niles.

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	see attached Exhibit A	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		\$.01

10. (a) \$ \$25,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ -0- = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (divide (b) by (a) and multiply by 100 to obtain the percentage)

11. (a) \$ \$550,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ \$1,485,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

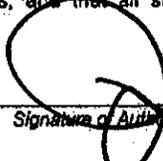
(c) 0.27 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. (divide (b) by (a) and multiply by 100 to obtain the percentage)

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4-25-14


Signature of Authorized Officer of the Corporation

William Niles

Type or Print Name of Authorized Officer

Exhibit A

Monitronics International, Inc.

Rhode Island Application for Certificate of Authority

Item 8(b). Officers

Name	Title	Business Address
William R. Fitzgerald	Chairman of the Board	5251 DTC Parkway, Ste. 1000 Greenwood Village, CO 80111
Michael R. Halsip	President & CEO	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Michael R. Meyers	CFO, VP & Asst. Secretary	2350 Valley View Lane, Ste 100 Dallas, TX 75234
William E. Niles	Ex. VP, Secretary	5251 DTC Parkway, Ste 1000 Greenwood Village, CO 80111
John Orr	Ex. VP, Asst. Secretary	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Robert N. Sherman	VP-Operations	2350 Valley View Lane, Ste 100 Dallas, TX 75234
David L. Verret	VP-Finance and Treasurer	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Kelly Habbas	VP, Chief Information Officer	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Bruce Munguerra	VP-Operations	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Frank McGhee	Vice President	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Darin Anderson	Vice President	2350 Valley View Lane, Ste 100 Dallas, TX 75234
Robert Washington	Vice President	2350 Valley View Lane, Ste 100 Dallas, TX 75234

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

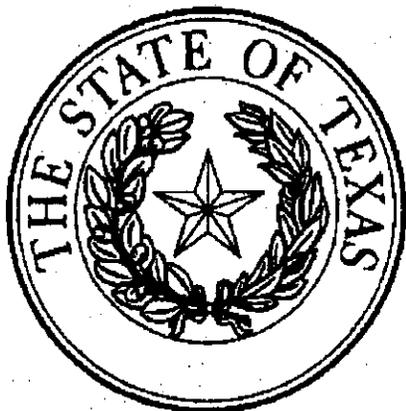
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for MONITRONICS INTERNATIONAL, INC. (file number 132488100), a Domestic For-Profit Corporation, was filed in this office on August 31, 1994.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 30, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State