

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. # 97537

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

PROTECTION ONE ALARM MONITORING, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is PROTECTION ONE ALARM MONITORING, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is September 1, 1991 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

Jack Caskey, Jr.
Asst. Vice Pres.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Security System Services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

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FORM 22A (06/73)

(R. I. - 2:75 - 12/10/96)

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director
.....	Director
.....	Director
.....
.....
See attached list of officers	President
.....	Vice President
.....	Secretary
.....	Treasurer
.....
.....

NINTH 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 per Share or Statement that Shares are without Par Value</u>
1000	Common	(No series)	\$0.10

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
110	Common	(No series)	\$0.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 14,786,473

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 5,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

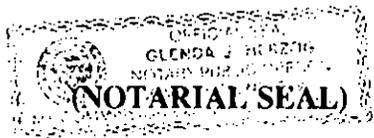
Dated October 13, 1997.

PROTECTION ONE ALARM MONITORING, INC.
[Exact Corporate Name of Corporation Making Application]

By John W. Hesse
John W. Hesse
Its Vice President
and John E. Mack
John E. Mack
Its Ass't. Secretary

STATE OF Oregon }
COUNTY OF Washington } Sc.

At Beaverton, in said County on the 13th day
of October, 1997, before me personally appeared John W. Hesse
, who being by me first duly sworn, declared that
he/she is the Vice President of PROTECTION ONE ALARM MONITORING,
INC.,
that he/she signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.



Glenda Herzog
Notary Public
Glenda Herzog

PROTECTION ONE OFFICERS

Name/Title	Business Address	Residence Address
James M. Mackenzie, Jr. President, CEO SS# 550-70-9975	6011 Bristol Parkway Culver City, CA 90230 310/342-6300	3229 Leticia Drive Hacienda Heights, CA 91745 818/961-1365
John W. Hesse Executive Vice President, CFO Secretary SS# 456-80-8780	3900 SW Murray Blvd. Beaverton, OR 97005 503/520-6000	22555 Ponderay Drive West Linn, OR 97068 503/557-1242
Thomas K. Rankin Executive Vice President Asst. Secretary SS# 552-17-0812	6011 Bristol Parkway Culver City, CA 90230 310/342-6300	4544 Gentry Ave Studio City, CA 91604 818/753-0194
John E. Mack Executive Vice President Asst. Secretary SS# 546-35-6631	6011 Bristol Parkway Culver City, CA 90230 310/342-6300	427 El Medio Avenue Pacific Palisades, CA 90272 213/454-0164
George Weinstock Executive Vice President SS# 546-50-7651	6011 Bristol Parkway Culver City, CA 90230 310/342-6300	16716 Ashley Oaks Encino, CA 91436 818/986-7676
Montgomery W. Cornell Treasurer (non-officer) SS# 378-72-4912	3900 SW Murray Blvd. Beaverton, OR 97005 503/520-6000	1534 NW Morgan Lane Portland OR 97229 503/297-0801
Board of Directors Robert Chefitz	Patricof & Co. Ventures 445 Park Avenue New York, NY 10022 212/753-6300	53 Speir Dr. South Orange, NJ 07079 201/762-7338
Ben Enis	213/740-5042	4097 Robin Hill Rd. La Canada, CA 91011 818/952-6405
James Q. Wilson		32910 Camino Buena Ventura Malibu, CA 90265 310/457-5260
James M. Mackenzie, Jr.	Protection One 6011 Bristol Parkway Culver City, CA 90230 310/338-6930	3229 Leticia Drive Hacienda Heights, CA 91745 818/961-1365

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PROTECTION ONE ALARM MONITORING, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER, A.D. 1991, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8693102

DATE: 10-08-97