

Filing and License Fee: \$310.00 minimum

ID Number: 153058



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

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CORPORATIONS DIVISION

1. The name of the corporation is HSM Electronic Protection Services, Inc.

2. It is incorporated under the laws of Delaware

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 4/19/04 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address of its proposed registered office in Rhode Island is 30 Lawn Street

(Street Address, not P.O. Box)

Providence, RI 02908 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Capitol Corporate Services, Inc.
(Name of Agent)

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

Sell, install, monitor and service residential and commercial burglar and fire alarm systems

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). See Attached Exhibit "A"

	<u>Name</u>	<u>Address</u>
Director	_____	_____

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By KMC C81232

(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). See Attached Exhibit "A"

	<u>Name</u>	<u>Address</u>
President	_____	_____
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		\$0.01 Par Value
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 3,313,000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-
- (c) 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, is -0-%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 170,000,000
- (b) 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 is \$ 65,000
- (c) 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 is 0.04% [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: 1-3-06

 Signature of Authorized Officer of the Corporation
Timothy Whall, President
 Type or Print Name of Authorized Officer

EXHIBIT "A"/Officers and Directors of HSM Electronic Protection Services, Inc.

President:

Timothy Joseph Whall

Business Address: 2441 Warrenville Road, #600
Lisle, IL 60532

Chairman & Chief Executive Officer

James Michael Covert

Business Address: 630 Maplewood Drive, Ste #200, Jupiter, FL 33458

Director, Secretary & Executive Vice President

Dennis Stern

Business Address: 630 Maplewood Drive, Ste #200, Jupiter, FL 33458

Treasurer/Chief Financial Officer

Sean Patrick Forrest

Business Address: 2441 Warrenville Road, #600
Lisle, IL 60532

Director

Collin Edward Roche

Business Address: GTCR Golder Rauner, 6100 Sears Tower, Chicago, IL 60606

Director

David A. Donnini

Business Address: GTCR Golder Rauner, 6100 Sears Tower, Chicago, IL 60606

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HSM ELECTRONIC PROTECTION SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HSM ELECTRONIC PROTECTION SERVICES, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4376862

DATE: 12-15-05