

Filing and License Fee: \$310.00 minimum

ID Number: 145998



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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

05 FEB 25 PM 2:00
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Key Control Holding, 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 December 3, 2004 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 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801-1612
- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
 _____ (Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
 _____ (City/Town) _____ (Zip Code)
 that address is C T Corporation System
 _____ (Name of Agent)
- 7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
Manufacture, sell, install and maintain asset control systems.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>**See Attached**</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

FILED
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By [Signature]
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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>
<u>1,000</u>	<u>Common</u>	<u></u>	<u>Shares are without Par Value</u>
<u>2,000</u>	<u>Preferred</u>	<u></u>	<u>\$1.00</u>
<u></u>	<u></u>	<u></u>	<u></u>

10. 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 or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>	<u></u>	<u>Shares are without Par Value</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,466,693.

(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].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 21,606,061.

(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 \$ 48,500.

(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 0.2240 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: February 9, 2005

Key Control Holding, Inc.
 Print Exact Name of Corporation Making Application

By Bob Nalley
 President or Vice President (check one)

AND
 By Karl Buring
 Secretary or Assistant Secretary (check one)

STATE OF Texas
 COUNTY OF Harris

In Houston, Texas, on this 9th day of February, 2005, before me personally appeared Robert M. Nalley who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Robert S. Dillman
 Notary Public
 My Commission Expires: 04/17/07

Key Control Holding, Inc.

Directors -

Robert T. Brockman 6700 Hollister
Houston, Texas 77040

Alfred J. Thorpe 2700 Post Oak Blvd. Suite 1440
Houston, Texas 77056

Robert F. Smith 150 California St. 19th Floor
San Francisco, CA 94111

Officers -

Robert T. Brockman CEO 6700 Hollister
Houston, TX 77040

Robert M. Nalley President 6700 Hollister
Houston, TX 77040

Dan S. Agan Executive Vice
President 6700 Hollister
Houston, TX 77040

Carlan Cooper Senior Vice
President 6700 Hollister
Houston, TX 77040

Terry Jones Senior Vice
President 6700 Hollister
Houston, TX 77040

Colquitt Branch Huchingson Vice President-
Sales 6700 Hollister
Houston, TX 77040

Billy Foster Vice President-
Client Support Center 6700 Hollister
Houston, TX 77040

Robert Burnett Vice President/Treasurer 6700 Hollister
Houston, TX 77040

Kenneth Bunney Vice President/Secretary 6700 Hollister
Houston, TX 77040

Patrick D. Brown Assistant Secretary 6700 Hollister
Houston, TX 77040

William W. Matteson Assistant Secretary 6700 Hollister
Houston, TX 77040

05 FEB 25 PM 1:50

SECRET
CONFIDENTIAL

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "KEY CONTROL HOLDING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF DECEMBER, A.D. 2004, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 12:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

05 FEB 25 PM 1:51

SECRETARY OF STATE
DEPARTMENT OF STATE
CORPORATION DIVISION

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Harriet Smith Windsor
Harriet Smith Windsor
AUTHENTICATION 3619771

DATE: 01-14-05