DOC ID ----> 5690_1296

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/16/96

CHARTER NUMBER: 961489
ROLL AND FRAME: 5690-1296

05690-1296

)RPORATION:

B SECURITY SYSTEMS, INC.

| DOCUMENT NUMBER | CODE | FEE |
|---|---|---|
| 96121219601 | ARF | 85.00 |
| 96121219601 | MIS | 10.00 |

048040

RETURN TO: JACK V. CAMPBELL
8090 MARKET ST
YOUNGSTOWN OH 44512

TOTAL : 95.00

0574

DOC ID ----> 5690_1296

05690-1297

# The State of Ohio

## Bob Taft

Secretary of State

961489

# Certificate

**It is hereby certified** that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF MIS

of:

SOS SECURITY SYSTEMS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5690 at Frame 1298 of the Records of Incorporation and Miscellaneous Filings.

**Witness my hand and the seal of the Secretary of State at** *Columbus, Ohio,* **this** 12TH **day of** DEC ,

**A.D.** 19 96 .

Bob Taft

**Bob Taft**
Secretary of State

DOC ID ----> 5690_1296

05690-1298

APPROVED
By KN
Date 12/12/96
Amount $85.00
9612121960 1

ARTICLES OF INCORPORATION

OF

SOS SECURITY SYSTEMS, INC.

The undersigned, desiring to form a corporation for profit under Revised Code, Sections 1701.01, et seq., of Ohio, does hereby certify:

FIRST: The name of the corporation shall be SOS SECURITY SYSTEMS, INC.

SECOND: The place in the State of Ohio, where its principal office is to be located is Canfield, Mahoning County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Revised Code, Sections 1701.98, inclusive.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is eight hundred fifty (850) common shares without par value.

Shares without par value may be issued pursuant to subscriptions taken by the incorporator for such amount and kinds of consideration as may be specified by the incorporator and after organization, shares without par value now or hereafter authorized may be issued or agreed to be issued from time to time, for such amount or amounts and kind of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may, in its discretion, fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the

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same or different times, and may determine that only a part or portion of the amount or amounts of consideration which shall be received by the corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which as fixed by the incorporator or the Board of Directors has been paid or delivered, shall be fully paid and non-assessable.

FIFTH: The minimum amount of capital with which the corporation shall begin business is One Thousand Dollars ($1,000).

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends, or to be paid to share holders and without action by the shareholders to use and apply such surplus or any part thereof, at any time or from time to time, to the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, notes, debentures, scrip, warrants, obligations, evidence of indebtedness of the corporation or other securities of the corporation to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: Every statute of the State of Ohio, hereafter enacted whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Act of said state are increased, diminished or in any way affected, or

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whereby effect is given to any action authorized, ratified or approved by less than all the shareholders of any such corporation shall apply to this corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the time of the filing of these Articles of Incorporation.

EIGHTH: Upon the sale of authorized but unissued common shares or upon the sale of shares, bonds, debentures, or other securities convertible into common shares, or to which shall be attached or appertained any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner thereof, the right to subscribe for, purchase or receive from the corporation, any common shares, the holders of common shares shall have the right, during a time not less than fourteen (14) days to be fixed by the Board of Directors, to subscribe for and purchase such shares or securities in proportion to their respective holdings of common shares at any such price or prices and upon such terms and conditions as the Board of Directors may from time to time determine and prescribe with a view to avoiding the allotment of fractional shares or securities. And provided further that common shares and shares or securities convertible into common shares shall not be subject to such preemptive right if released therefrom by the vote or written consent or order of the holders of the common shares then outstanding.

NINTH: If and when any shareholder, his heirs, executors, administrators or assigns desires or on the happening of any

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event is required to pledge, transfer or sell his shares or any part thereof, said corporation shall have a preemptive right to purchase the same for the purpose of resale to the shareholders or others. Any shareholder, his heirs, executors, administrators or assigns so desiring or required to pledge, transfer or sell his shares or any part thereof, shall give to said corporation written notice of such desire or requirement to sell or pledge, and if the exercise of such preemptive right be authorized by the Board of Directors, such right shall be exercised by said corporation within fifteen (15) days after receipt of such notice; if not so exercised, such preemptive right may then be exercised by the then shareholders of the corporation to purchase said stock or shares in the same proportion to their then present holdings within the next fifteen (15) days, but if not so exercised by the said corporation or the said shareholders, such preemptive right shall be null and void on and after the expiration of thirty (30) days from the receipt of such notice by said corporation. The price and terms of such purchase by the corporation or the then shareholders shall be the book value as of the date of the written notice required to be given to the corporation herein.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of December, 1996.

JACK V. CAMPBELL, INCORPORATOR

*Jack V. Campbell*
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APPOINTMENT OF STATUTORY AGENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator of SOS SECURITY SYSTEMS, INC, hereby appoints PHILIP E. SMIDA, a natural person, resident of the State of Ohio, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 4849 Canfield Road, Canfield, Ohio 44406.

SOS SECURITY SYSTEMS, INC.

JACK V. CAMPBELL, INCORPORATOR

ACCEPTANCE OF APPOINTMENT

The undersigned Philip E. Smida, named herein as the statutory agent for SOS SECURITY SYSTEMS, INC, hereby acknowledges and accepts the appointment of statutory agent for said corporation.

STATUTORY AGENT
PHILIP E. SMIDA

Jack V. Campbell
ATTORNEY AT LAW
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Jack V. Campbell
Attorney at Law

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Youngstown, Ohio 44512
Phone (330) 726-9064
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December 10, 1996

Corporation Division
Office of Secretary of State
State Office Tower
30 East Broad Street
Columbus, Ohio 43215

Re: SOS SECURITY SYSTEMS, INC.

Gentlemen:

Enclosed please find the Articles Incorporation for SOS SECURITY SYSTEMS, INC, which I would appreciate you filing. I have also enclosed a check in the amount of $95.00 for filing fees to expedite the above matter. Once the Articles are filed, kindly return the original to my office.

Very truly yours,

JACK V. CAMPBELL
JVC:ms
Encl.

CORRESPONDENCE