DOC ID ----> 6088_0046

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/10/97

CHARTER NUMBER: 998800
ROLL AND FRAME: 6088-0046

06088-0046

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
SECURCOM, INC.	97120955701	ARF	85.00
	97120955701	MIS	10.00

058896

RETURN TO: FAULKNER, GARMHAUSEN, KEISTER & SHENK
ATTN J R SHENK
100 S MAIN AVE STE 300
SIDNEY OH 45365

TOTAL : 95.00

0382

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The State of Ohio

Bob Taft

Secretary of State

06088-0047

998800

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:

SECURCOM, INC.

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

Recorded on Roll 6088 at Frame 0048 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 9TH day of DEC ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State

06088-0048

APPROVED
By LO
Date 12-9-97
Amount $125
971209557O1

Articles of Incorporation

of

SecurCom, inc.

The undersigned, a citizen of the United States desiring to form a corporation, for profit, under Title 17 of the Revised Code of Ohio, does hereby certify:

FIRST: The name of the corporation shall be SecurCom, inc.

SECOND: The place in the State of Ohio where its principal offices are to be located is 307 W. First Street, Minster, Auglaize County, Ohio 45865.

THIRD: The purpose, or purposes for which it is formed are:

A. The sale, installation, and service of communications and security systems.

B. To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is 850 shares without par value.

FIFTH: The amount of capital with which the corporation will begin business is $500.00.

SIXTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares, at such prices and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SEVENTH: Any meeting of the shareholders may be held either within or without the State of Ohio.

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EIGHTH: No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction to which the corporation is or may be a party shall be void or voidable for reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.

NINTH: The corporation agrees to indemnify and save harmless any officers and directors of the corporation from any liability which such officers and directors may be subject to by reason of any act of the officer

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and director, acting in their corporate capacity in the furtherance of the corporation business and the corporation shall pay, in addition, any and all attorney fees and expenses who defend such officers and directors in any lawsuit or claim instituted against the officers or directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of December, 1997.

James R. Shenk

SOLE INCORPORATOR

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Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form AGO (August 1992)

06088-0051

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of SecurCom, inc. (name of corporation), hereby appoint James R. Shenk (name of agent) to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

100 South Main Avenue, Suite 300 (street address)

Sidney (city) (Shelby County), Ohio 45365 (zip code).

NOTE: P.O. Box addresses are not acceptable.

X _____ (Incorporator)
JAMES R. SHENK

_____ (Incorporator)

_____ (Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, James R. Shenk, named herein as the statutory agent for SecurCom, inc. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

X _____ Statutory Agent
JAMES R. SHENK

INSTRUCTIONS

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).

2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).

3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

** As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.*

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FAULKNER, GARMHAUSEN, KEISTER & SHENK
A LEGAL PROFESSIONAL ASSOCIATION
COURTVIEW CENTER - SUITE 300
100 SOUTH MAIN AVENUE
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(937) 492-1271
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MINSTER, OHIO
(419) 628-3677

HARRY N. FAULKNER
JOHN M. GARMHAUSEN
RALPH F. KEISTER
JAMES R. SHENK*
MICHAEL A. STAUDT
JAMES L. THIEMAN
THOMAS J. POTTS
WILLIAM E. LANG
DANIEL A. BENSMAN
DANIEL J. GENTRY

*ALSO ADMITTED IN FLORIDA

06088-0032

December 8, 1997

EXPEDITED SERVICE REQUESTED

Ohio Secretary of State
Corporation Division
14th Floor
30 East Broad Street
Columbus, OH 43266-0418

RE: SecurCom, inc.
Articles of Incorporation

Gentlemen:

Enclosed please find Articles of Incorporation and original appointment of agent form in connection with the above-referenced corporation. Also enclosed is a check in the amount of $95, which includes the filing fee of $85 plus an additional $10 fee for expedited service.

Please expedite the filing of the enclosed documents, and return the filed documents to me as soon as possible.

Thank you for your assistance in this matter. If you have any questions, please call.

Very truly yours,

James R. Shenk

dh

Enclosures

CORRESPONDENCE