

**ARTICLES OF INCORPORATION
OF
PROTECTIVE SYSTEMS OF ALABAMA, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of the above named corporation under the Alabama Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE:

The name and address of the corporation are Protective Systems of Alabama, Inc., 1310 Berwick Drive, Birmingham AL 35242.

ARTICLE TWO:

The period of its duration is perpetual. The corporation's fiscal year is from January 1 through December 31.

ARTICLE THREE:

The purpose for which the corporation is organized is to transact any and/or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE FOUR:

The aggregate number of shares which the corporation shall have authority to issue is as set forth below. Each share shall have identical rights and privileges in every respect.

**Number of Shares of Common
Stock Authorized**

10,000

Par Value

\$.01

ARTICLE FIVE:

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor performed or property actually received.

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ARTICLE SIX:

No shareholder or other person shall have any preemptive rights whatsoever.

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ARTICLE SEVEN:

No shareholder of the corporation shall have the right of cumulative voting at any election of directors, or upon any other matter.

ARTICLE EIGHT:

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors.

ARTICLE NINE:

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested, or is a member, director, officer, or officers, individually or jointly; is or may be a party or parties to, or may be interested in any contract or transaction of the corporation, or in which the corporation is interested; and no contract, act, or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors, or officer or officers of the corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association; and, each and every person who may become a director or officer of the corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him, or any firm, corporation or association in which he may in any way be interested from so acting.

ARTICLE TEN:

1. The corporation shall indemnify, to the extent provided in paragraphs 2, 4 or 6 of this Article Ten:

a. Any person who is or was a director, officer, agent or employee of the corporation; and,

b. Any person who serves or have served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise.

2. In case of a suit by or in the right of the corporation against a person named in paragraph 1 of this Article Ten by reason of his holding a position named in said paragraph 1, the corporation shall indemnify him if he satisfies the standards in paragraph 3 of this Article Ten for expenses (including attorneys' fees, but excluding

the amounts paid in settlement) actually and reasonable incurred by him in connection with the defense or settlement of such suit.

3. In case of a suit by or in the right of the corporation, a person named in paragraph 1 of this Article Ten shall be indemnified only if:

- a. He is successful on the merits or otherwise; or,
- b. He acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duties to the corporation unless (and only to the extent that) the Court in which the suit was brought shall determine, upon application, that, despite the adjudication, but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

4. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigation), other than a suit by or in the right of the corporation, together hereafter referred to as a non-derivative suit, against a person named in paragraph 1 of this said Article Ten by reason of his holding a position named in said paragraph 1, the corporation shall indemnify him if he satisfies the standard in paragraph 5 of this Article Ten for Amounts actually and reasonably incurred by him in connection with the defense or settlement of the non-derivative suit as:

- a. Expenses (including attorneys' fees);
- b. Amounts paid in settlement;
- c. Judgments; and,
- d. Fines.

5. In case of a non-derivative suit, a person named in paragraph 1 of this Article Ten shall be indemnified only if:

- a. He is successful on the merits or otherwise; or,
- b. He acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person failed to satisfy the standard of this paragraph 5. b.

6. A determination that the standard of Paragraphs 3 or 5 of this Article Ten has been satisfied may be made by a Court of competent jurisdiction; or, except as stated in paragraph 5. b. second sentence, the determination may be made by:

- a. A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or,
- b. Independent legal counsel in a written opinion; or,
- c. The shareholders of the corporation.

7. Anyone making a determination under paragraph 6 of this Article Ten may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

8. The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs 1 through 7 of this Article Ten if:

- a. The Board of Directors authorizes the specific payment; and,
- b. The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the corporation under paragraphs 1 through 7 of this Article Ten.

9. the indemnification provided by paragraphs 1 through 7 of this Article Ten shall not be exclusive of any other rights to which a person may be entitled by law, bylaw provision, agreement, vote of shareholders or disinterested directors, or otherwise.

10. The indemnification and advance payment provided by paragraphs 1 through 8 of this Article Ten shall continue as to a person who has ceased to hold a position named in paragraph 1 of this Article Ten and shall inure to his heirs, executors and administrators.

11. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph 1 of this Article Ten against any liability incurred by him in any such position or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under paragraphs 1 through 8 of this Article Ten.

ARTICLE ELEVEN:

The post office address of the initial registered office and the name of the initial registered agent at such address are as follows:

NAME

Ashley G. Sellmer

ADDRESS

**1310 Berwick Drive
Birmingham AL 35242**

ARTICLE TWELVE:

The number of directors constituting the initial Board of Directors is two (2). The following shall serve as the Board of Directors until the first annual meeting of the shareholders or until such successor or successors may be elected and qualified:

NAME

ADDRESS

Rodney W. Worthen

1680-C Valley Avenue
Homewood AL 35209

Ashley G. Sellmer

1310 Berwick Drive
Birmingham AL 35242

ARTICLE THIRTEEN:

The names and addresses of the officers of the corporation are:

NAME

ADDRESS

Ashley G. Sellmer
President & Treasurer

1310 Berwick Drive
Birmingham AL 35242

Rodney W. Worthen
Vice President & Secretary

1680-C Valley Avenue
Homewood AL 35209

ARTICLE FOURTEEN:

The name and address of the Incorporator is:

NAME

ADDRESS

Dicki Cooper Quinn

8611 Bacardi Drive
Dallas TX 75238-4905

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of May, 1993.



Dicki Cooper Quinn

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Protective Systems of Alabama, Inc..

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Vicki Quinn, 8611 Bicardi Drive, Dallas, TX 75238 for a period of one hundred twenty days beginning May 10, 1993 and expiring September 8, 1993.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 10, 1993

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

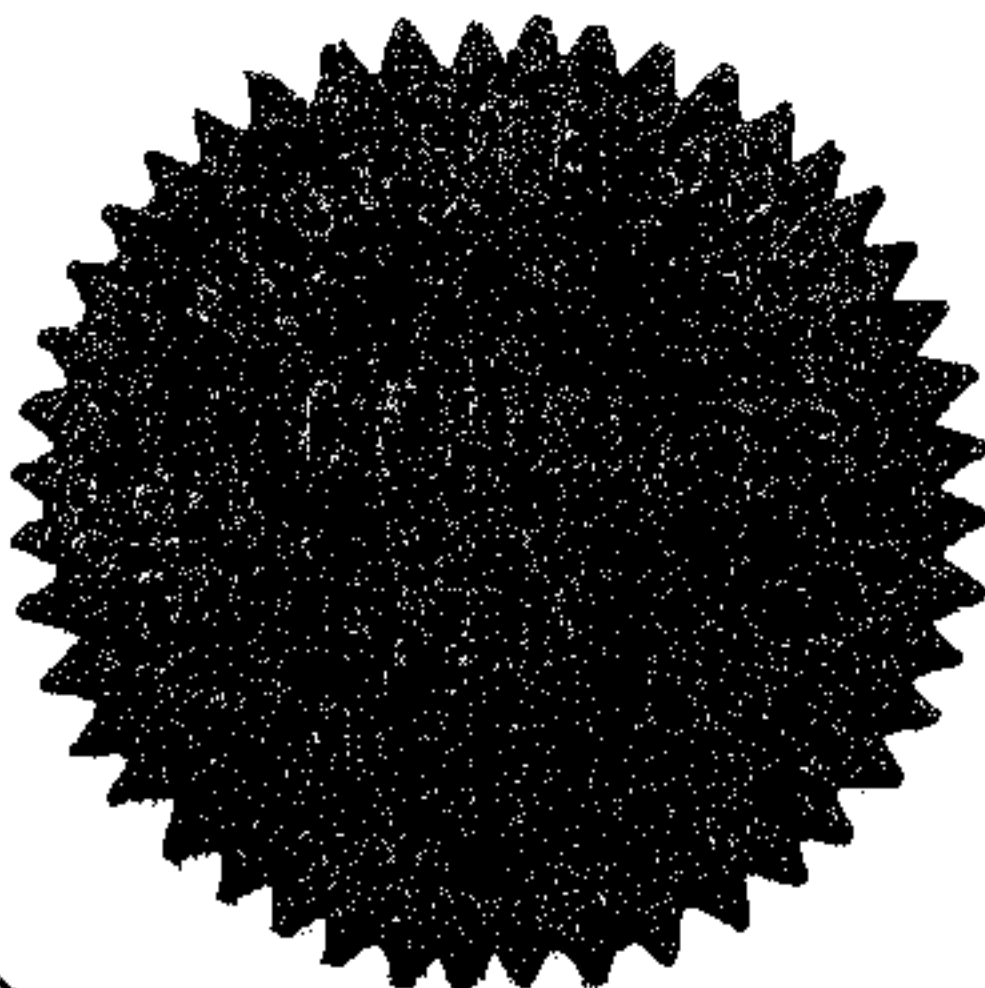
CERTIFICATE OF INCORPORATION OF

PROTECTIVE SYSTEMS OF ALABAMA, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of PROTECTIVE SYSTEMS OF ALABAMA, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of PROTECTIVE SYSTEMS OF ALABAMA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of MAY, 19 93.



Thomas A. Snowden, Jr.

Judge of Probate
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SHELBY COUNTY JUDGE OF PROBATE
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