

RECORDED

07-15-1999

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Tab settings



and original documents or copy thereof.

To the Honorable Commissioner of Patent

101091837

1. Name of conveying party(ies):

DSC ENTERPRISES, INC.

- Individual(s), General Partnership, Corporation-State-Maryland, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

7.7.99

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: December 31, 1998

2. Name and address of receiving party(ies)

Name: PROTECTION ONE ALARM, INC.

Internal Address:

Street Address: 6225 N. Highway 161 #400

City: Irving State: Texas ZIP: 75063

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) (SEE SCHEDULE A)

B. Trademark Registration No.(s) (SEE SCHEDULE A)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stevens, Davis, Miller & Mosher LLP Internal Address: C/O Ruth Mae Finch

Street Address: 1615 L Street, N.W. Suite 850 City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

#194375

(Attach duplicate copy of this page if paying by deposit account)

7/14/1999 MTHAI1 00000229 1761698

DO NOT USE THIS SPACE

1. FC-481 40.00 OP 2. FC-482 325.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing

Signature

Date 7/7/99

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

- (1) DYNAMARK SECURITY CENTERS
"WE PROTECT AMERICA" (& DESIGN)
Reg. No. 1,761,698
March 30, 1993
- (2) DYNAMARK DAN
Reg. No. 1,335,943
May 14, 1985
- (3) DYNAMARK SECURITY CENTERS NATIONALLY KNOWN,
LOCALLY OWNED (& DESIGN)
Reg. No. 1,397,946
June 17, 1986
- (4) S.A.F.E. SECURITY AFFORDABLE FOR EVERYONE
Reg. No. 2,157,932
May 19, 1998
- (5) DYNAWATCH (& DESIGN)
Reg. No. 1,335,868
March 14, 1985
- (6) DYNAMARK
Reg. No. 1,579,938
January 30, 1990
- (7) DYNAMARK SECURITY CENTERS (& DESIGN)
Reg. No. 1,335,309
May 14, 1985
- (8) DYNACARE
Reg. No. 2,070,322
June 10, 1997
- (9) DYNACARE
Reg. No. 1,946,488
January 9, 1996
- (10) DYNAWATCH
Reg. No. 1,942,795
December 19, 1995

(11) DYNAMARK
Reg. No. 2,115,187
November 25, 1997

(12) CHILD SEEKERS (& DESIGN)
Reg. No. 1,414,553
November 21, 1986

U.S. TRADEMARK APPLICATIONS

(13) WE PROTECT AMERICA
74/561,292
Filed: August 15, 1994

(14) DYNACARE HOME SECURITY
SN 74/637,729
Filed: February 23, 1995

I.D. NO# D4124608
ACKN. NO. - 140C3126152
DSC ENTERPRISES, INC.

ARTICLES OF MERGER
MERGED INTO THE DEPARTMENT OF ASSESSMENTS
AND TAXATION
DSC ENTERPRISES, INC.
A MARYLAND CORPORATION,
INTO
PROTECTION ONE ALARM MONITORING, INC.
A DELAWARE CORPORATION

12/31/98 AT 10:47 A.M.

FOR RECORD
12/31/98
1047a

(UNDER SECTION 3.106 OF THE MARYLAND GENERAL CORPORATION LAW)

(1) Protection One Alarm Monitoring, Inc., a corporation organized and existing under the laws of the State of Delaware, (hereinafter referred to as "Parent"), and DSC Enterprises, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as "Subsidiary"), agree that the Subsidiary shall be merged into the Parent. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

(2) Parent shall survive the merger and continue under the name Protection One Alarm Monitoring, Inc. The articles of incorporation and bylaws of Parent as in effect immediately prior to the merger shall continue in full force and effect as the articles of incorporation and bylaws of the surviving corporation until such articles or bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Delaware. The officers and directors of Parent immediately prior to the effective date of the merger will continue after the merger to serve as the officers and directors of the surviving corporation, until such time as the successor of each such officer or director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

(3) The parties to these Articles of Merger are Parent, a corporation organized on the 4th day of September, 1991, under the General Corporation Law of the State of Delaware, and Subsidiary.

(4) No amendment is made to the charter of the surviving corporation as part of the merger.

(5) The total number of shares of stock of all classes which Subsidiary has authority to issue is 41,336,870 shares, divided into Thirty-Seven Million (37,000,000) shares of Class A common stock, \$.000333 par value per share, Four Million (4,000,000) shares of Class B common stock, \$.000333 par value per share, and Three Hundred Thirty-Six Thousand Eight Hundred Seventy (336,870) shares of preferred stock, \$1.00 par value per share, with an aggregate par value of Three Hundred Fifty Thousand Five Hundred Twenty-Three Dollars (\$350,523.00).

RECEIVED
DEC 31 PM 10
NO. 1047 PROP

90008166

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6-9-99
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Alexander Spivey, Custodian
This stamp replaces our previous certification system. Effective: 6/95

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The total number of shares of stock of all classes which Parent has authority to issue is One Thousand (1,000) shares of common stock, \$.10 par value per share, with an aggregate par value of One Hundred Dollars (\$100).

(6) The number of outstanding shares of each class of stock of Subsidiary and the number of shares of each class owned by the Parent are as follows:

<u>Class</u>	<u>Total shares outstanding</u>	<u>Shares owned by Parent</u>
Class A Common	27,000,000	100%
Class B Common	3,000,000	100%
Preferred	None	N/A

(7) All of the issued and outstanding shares of stock of Subsidiary are owned by Parent, the surviving corporation, and no shares of Parent are to be issued or any other consideration given for shares of Subsidiary, the merged corporation, but upon the effective date of these Articles of Merger, the shares of stock of the Subsidiary shall be surrendered for cancellation to Parent.

(8) The principal office of Subsidiary, organized under the laws of the State of Maryland, is located in the County of Washington in the State of Maryland.

The principal office of Parent, organized under the laws of the State of Delaware, is located in Irving in the State of Texas at 6225 N. Highway 161, Suite 400, Irving, Texas 75063, and the name and address of a resident agent of Parent in Maryland is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202.

Subsidiary owns no property the title to which could be affected by the recording of an instrument among the Land Records.

(9) The terms and conditions of the merger were advised, authorized and duly approved by resolutions adopted by the unanimous written consent of the board of directors of Parent dated December 29, 1998 in the manner and by the vote required by the laws of the State of Delaware.

(10) The terms and conditions of the merger were advised, authorized and duly approved by resolution adopted by the unanimous written consent of the board of directors of Subsidiary dated December 29, 1998.

04463 00927 DALLAS 949163.1

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DEC-29-98 TUE 05:16 PM

FAX NO.

P. 05

DEC 29 1998 17:41 FR PROTECTION ONE
DEC. 29. 1998 4:56PM THOMPSON & KNIGHT

972 916 6699 TO JAMES MACKENZIE P.02/02
NO.001 P.14/14

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IN WITNESS WHEREOF, Parent and Subsidiary, the parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and attested by their respective secretaries all as of the 29 day of December, 1998.

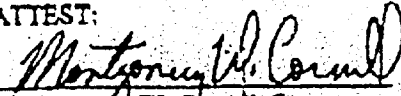
DSC ENTERPRISES, INC

By



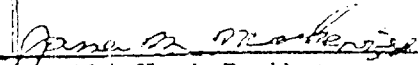
Steve Millstein, President

ATTEST:

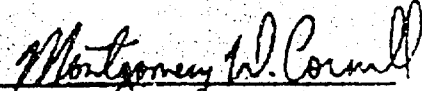

Montgomery W. Cornell, Secretary

PROTECTION ONE ALARM
MONITORING, INC.

By


James M. MacKenzie, President

ATTEST:


Montgomery W. Cornell, Secretary

09463 90027 DALLAS 9493461

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DEC 29 1998 16:53

214 969 1751 PAGE.14
** TOTAL PAGE.02 **

DEC 29 1998 19:17

PAGE.05

DEC-29-98 TUE 05:16 PM

FAX NO.

P. 03

DEC 29 1998 17:13 FR PROTECTION ONE
DEC 29 1998 4:56PM THOMPSON & KNIGHT

972 916 6699 TO JAMES MACKENZIE P.03/07
214 969 1751

NO. 207 P.15/21

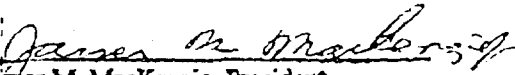
The undersigned, President of DSC Enterprises, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

DSC ENTERPRISES, INC.


By: _____
Steve Millstein, President

The undersigned, President of Protection One Alarm Monitoring, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

PROTECTION ONE ALARM
MONITORING, INC.


By: _____
James M. MacKenzie, President

04463 80827 DALLAS 943261.1

DEC 29 1998 16:35

214 969 1751

PAGE 15

DEC 29 1998 19:17

PAGE 03

STATE OF MARYLAND

I.D. NO# D4124608
ACKN. NO. - 140C3126152
DSC ENTERPRISES, INC.

LENDENING, GOVERNOR

DEPARTMENT OF
ASSESSMENTS AND TAXATION

MINEHOLT, DIRECTOR

CHARTER DIVISION

PERSON, ADMINISTRATOR

DOCUMENT CODE 11 NO. OF CERTIFIED COPIES - 0 JNTY 21

11 P.A. 11 Religious 11 Close 11 Stock 11 Nonstock

Merging
(Transferor) DSC Enterprises, Inc.
(MD) A 4124608

Surviving
(Transferee) Protection One Alarm Monitoring Inc.
(PSC) F 4810297

CODE AMOUNT FEE REMITTED

- 10 30 Expedited Fee
- 61 Rec. Fee (Arts. of Inc.)
- 20 Organ. & Capitalization
- 62 Rec. Fee (Amendment)
- 63 20 Rec. Fee (Merger, Consol.)
- 64 Rec. Fee (Transfer)
- 66 Rec. Fee (Revival)
- 65 Rec. Fee (Dissolution)
- 75 Special Fee
- 73 Certificate of Conveyance
- 21 Recordation Tax
- 22 State Transfer Tax
- 23 Local Transfer Tax
- 70 Change of P.O., R.A. or R.A.A.
- 31 Corp. Good Standing
- 600 Returns
- 52 Foreign Qualification
- NA Foreign Registration
- 51 Foreign Name Registration
- 53 Foreign Resolution
- 54 For. Supplemental Cert.
- 56 Penalty
- 50 Cert. of Qual. or Reg.
- 83 Cert. Limited Partnership
- 84 Amendment to Limited Partnership
- 85 Termination of Limited Partnership
- 80 For. Limited Partnership
- 91 Amend/Cancellation, For. Limited Part.
- 87 Limited Part. Good Standing
- 67 Cert. Limited Liability Partnership
- 68 LLP Amendment - Domestic
- 69 Foreign Limited Liability Partnership
- 74 LLP Amendment - Foreign
- 99 Art. of Organization (LLC)
- 98 LLC Amend, Diss, Continuation
- 97 LLC Cancellation.
- 96 Registration Foreign LLC
- 94 Foreign LLC Supplemental
- 92 LLC Good Standing (short)
- 13 Certified Copy
- Other

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

CODE 007

ATTENTION: _____

THE CORPORATION TRUST
INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202

NOTE:

Rec'd 11/23/98
2092
File 2nd

TOTAL FEES 50 _____ Credit Card

✓ Check _____ Cash

Documents on _____ Checks

APPROVED BY: [Signature]

Room 801 - 301 West Preston Street - Baltimore, Maryland 21201
Phone (410) 767-1350 - Fax: (410) 333-7097 - TTY users call Maryland Relay 1-800-735-7274
Toll Free in MD: 1-888-244-5641 - web site: http://www.dat.state.md.us