

F97000000483

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

Randi Rothfield
305-933-5638
rothfieldr@bipc.com

One Turnberry Place
19495 Biscayne Boulevard, Suite 606
Aventura, FL 33180-2320
Telephone: 305-933-5600
Fax: 305-933-2350

March 21, 1997

NationsBank Tower
100 S.E. Second Street, Suite 2950
Miami, Florida 33131-2150
Telephone: 305-347-4080
Fax: 305-347-4089

VIA FEDERAL EXPRESS

Mr. Doug Dickinson
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Amendment to Application by foreign corporation to transact
Business in Florida for Coastal Acquisition Corp.**

Dear Doug:

Please find enclosed an amendment to the application by a foreign corporation to transact business in Florida for Coastal Acquisition Corp., for filing together with a \$35.00 filing fee. I have also enclosed evidence of the name reservation.

Due to the fact that the name Coastal Security Systems (Delaware), Inc. is not available in Florida, the corporation will register in Florida under the name Coastal Security Systems, Inc.

Please file the Amendment upon receipt. I will call you for telephone confirmation of the filing. Please call me with any questions.

Very truly yours,


Randi Rothfield

encl.

cc: Hugh Van der Veer, Esq.

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-03/24/97-01134-004
*****35.00 *****35.00

FILED
97 APR -8 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

Randi Rothfield
Buchanan Ingersoll
100 S.E. Second St., Suite 2950
Miami, FL 33131-2150

SUBJECT: COASTAL ACQUISITION CORP.
Ref. Number: F97000000483

We have received your document for COASTAL ACQUISITION CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00015234

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

Randi Rothfield
305-933-5638
rothfieldr@bipec.com

One Turnberry Place
19495 Biscayne Boulevard, Suite 606
North Miami Beach, FL 33180-2320
Telephone: 305-933-5600

Fax: 305-933-2350

April 7, 1997

VIA FEDERAL EXPRESS

Mr. Steven Harris
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Amendment to Application by foreign corporation to transact
Business in Florida for Coastal Acquisition Corp.**

Dear Mr. Harris:

Please find enclosed an amendment to the application by a foreign corporation to transact business in Florida for Coastal Acquisition Corp. I have also enclosed evidence of the name reservation and a copy of the letter received from the Department of State. A check in the amount of \$35.00 was previously submitted to your office.

Due to the fact that the name Coastal Security Systems (Delaware), Inc. is not available in Florida, the corporation will register in Florida under the name Coastal Security Systems, Inc.

Please file the Amendment upon receipt. I will call you for telephone confirmation of the filing. Please call me with any questions.

Very truly yours,



Randi Rothfield

encl.

cc: Hugh Van der Veer, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 11, 1997

RANDI ROTHFIELD, ESQ.
BUCHANAN INGERSOLL, P.C.
19495 BISCAYNE BLVD., SUITE 606
AVENTURA, FL 33180-2320

The name COASTAL SECURITY SYSTEMS, INC. has been reserved for 120 days beginning February 11, 1997. The reservation number is R9700000690 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 197A00007199

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
COASTAL ACQUISITION CORP.**

The undersigned, being the directors of Coastal Acquisition Corp. (the "Corporation"), a Delaware corporation, acting pursuant to Section 141(f) of the Delaware General Corporation Law, hereby waive any notice requirement and consent in writing to the adoption of the following resolutions as though adopted at a duly noticed and called meeting of the directors:

RESOLVED, that the Corporation is hereby authorized to file an application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") with the Florida Department of State in order for the Corporation to transact business in Florida;

RESOLVED FURTHER, that the Corporation is hereby authorized to use the name Coastal Security Systems, Inc. in Florida due to the unavailability of the name Coastal Acquisition Corp.;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to execute the Application and to take any and all other actions necessary in connection with filing the Application with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Directors as of the 1st day of January, 1997.



Mark J. DeNino



Scott Ungerer



Jordan B. Savitch

FILED
97 APR -8 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I:


1. COASTAL ACQUISITION CORP.
name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: DELAWARE
3. Date authorized to do business in Florida: JANUARY 28, 1997

SECTION II:

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? FEBRUARY 14, 1997

*5. Name of corporation after the amendment, adding suffix "corporation", "company", "incorporated", or appropriate abbreviation, if not contained in new name of the corporation: COASTAL SECURITY SYSTEMS (DELAWARE), INC.

*Due to the fact that, that name is unavailable in Florida, the corporation will register under the name COASTAL SECURITY SYSTEMS, INC. in Florida. (see the attached resolution).


Signature

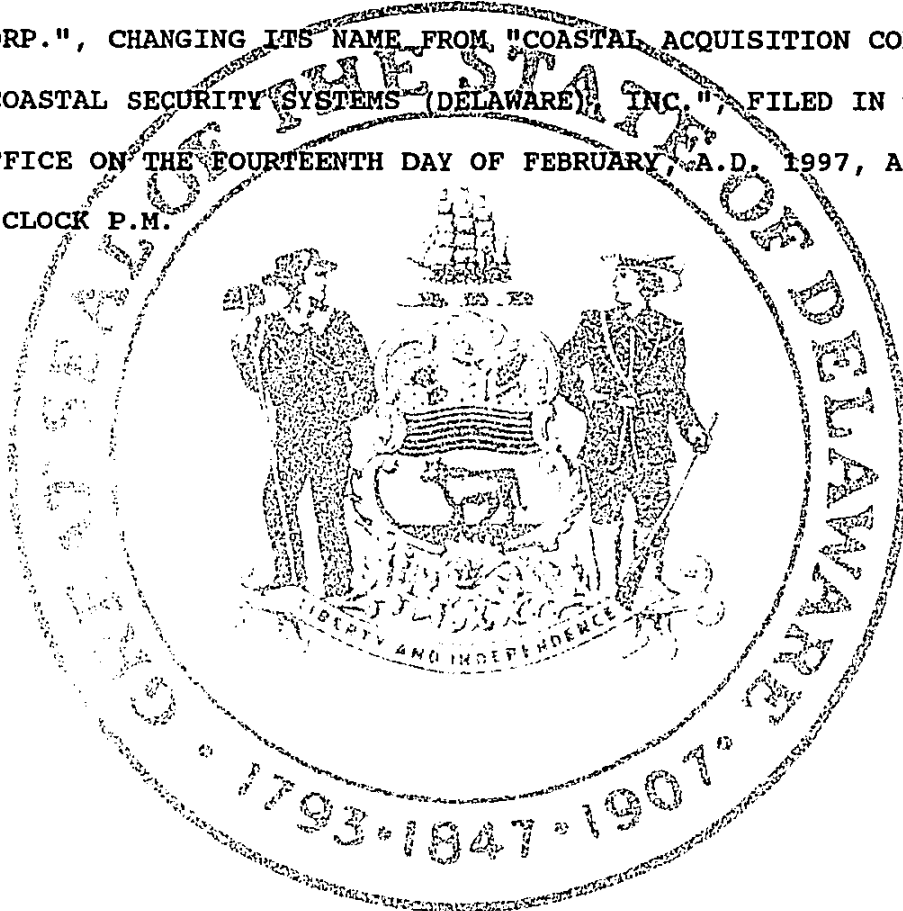

Name and title

3/18/97
Date

FILED
97 APR -8 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COASTAL ACQUISITION CORP.", CHANGING ITS NAME FROM "COASTAL ACQUISITION CORP." TO "COASTAL SECURITY SYSTEMS (DELAWARE) INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 1997, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2697489 8100

971108238

AUTHENTICATION:

8403397

DATE:

04-03-97

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
COASTAL ACQUISITION CORP.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Coastal Acquisition Corp.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST the name of the Corporation is Coastal Security Systems (Delaware), Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on February 14, 1997

COASTAL ACQUISITION CORP.



Hugh G. Van der Veer, Assistant
Secretary