



VIDEO SENTRY

F970000002650

October 3, 1997

Division of Corporation
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: VIDEO SENTRY CORPORATION - DELAWARE CORP.
Federal ID No. 41-1679157
State ID No. F97000002650

500002374695--6
-12/17/97--01046--003
****105.00 *****35.00

Gentlemen:

This is to advise your office that VIDEO SENTRY CORPORATION formerly a Minnesota corporation was merged with and into VIDEO SENTRY CORPORATION a Delaware corporation on August 7, 1997. The Federal Tax ID number remains the same.

Please amend the Certificate of Authority to reflect the change in the state of incorporation from a Minnesota to a Delaware corporation.

In support of the above stated re-organization, enclosed are copies of the Certificate of Merger and Certificate of Good Standing.

If you need additional documentation or information, please contact the undersigned.

Your attention to this matter will be greatly appreciated.

Very truly yours,

L. Fielding
VIDEO SENTRY CORPORATION

LF/skb

APPROVED
AND
FILED
DEC 15 11 18:00
TALLAHASSEE, FLORIDA
RECEIVED
97 OCT -6 PM 12:44
DIVISION OF CORPORATIONS

Handwritten: 388, 970000002650, 12/17/97

EX 232



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1997

L. FIELDING
350 WIRELESS BLVD.
HAUPPAUGE, LONG ISLAND, NY 11788

SUBJECT: VIDEO SENTRY CORPORATION
Ref. Number: F97000002650

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 497A00049957

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

VIDEO SENTRY CORPORATION

(Name of Corporation)

MINNESOTA

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

350 Wireless Blvd.

(Mailing Address)

Hauppauge, New York 11788

(City/ State /Zip)

97 DEC 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Peter J. Mundy
Signature

Title

**PETER J. MUNDY
V.P. FINANCE, CFO
SECRETARY & TREASURER**

Typed or printed name

11/19/97
Date