

F980000000059

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: VIDEO SENTRY CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

L. Fielding
(Name of Person)
VIDEO SENTRY CORPORATION
(Firm/Company)
350 Wireless Blvd.
(Address)
Hauppauge, New York 11788
(City/State/Zip)

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-12/17/97--01046--003
****105.00 *****70.00

W97-28256

Should you need to call someone concerning this matter, please call:

L. Fielding
(Name of Person) at (516) 232-2100 x 2328
(Area Code & Daytime Telephone Number)

**WITHDRAW - VIDEO SENTRY CORPORATION - Minnesota
QUALIFY - VIDEO SENTRY CORPORATION - Delaware

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 18, 1997

L. FIELDING
VIDEO SENTRY CORPORATION
350 WIRELESS BLVD
HAUPPAUGE, NY 11788

SUBJECT: VIDEO SENTRY CORPORATION
Ref. Number: W97000028256

We have received your document for VIDEO SENTRY CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

There is an additional page for officers and a officers signature that was not with your application I have enclosed that part of the application for you to complete and return.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 497A00059545

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. VIDEO SENTRY CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 41-1679157
(FEI number, if applicable)
4. August 7, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 350 Wireless Blvd.
Hauppauge, New York 11788
(Current mailing address)
8. Sale of CCTV Systems
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Thomas A. Nicolette

Address: 350 Wireless Blvd., Hauppauge, New York 11788

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Thomas A. Nicolette

Address: 350 Wireless Blvd., Hauppauge, New York 11788

Vice President: Peter J. Mundy

Address: 350 Wireless Blvd., Hauppauge, New York 11788

Secretary: _____

Address: Peter J. Mundy

350 Wireless Blvd., Hauppauge, New York 11788

Treasurer: Peter J. Mundy

Address: 350 Wireless Blvd., Hauppauge, New York 11788

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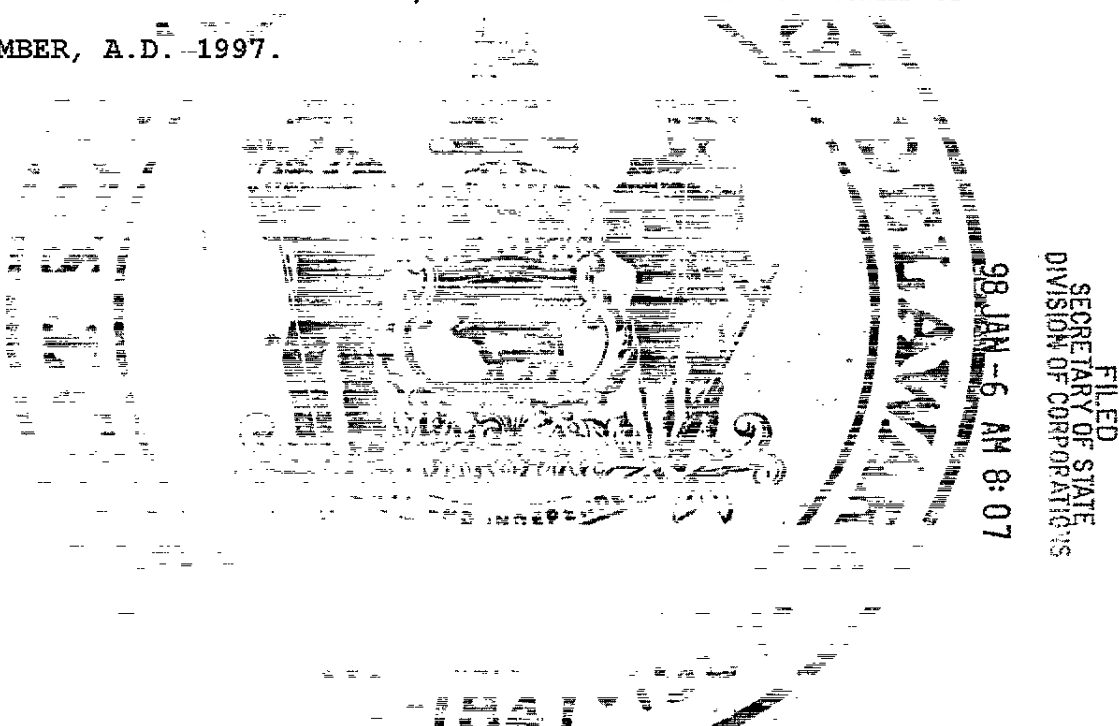
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Peter J. Mundy* 12/30/97
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PETER J. MUNDY
VP FINANCE, CFO (Typed or printed name and capacity of person signing application)
SECRETARY & TREASURER

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIDEO SENTRY CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8771374

DATE: 11-21-97