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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SLOAN ELECTRONICS, INC
(Name of corporation - must include suffix)

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-02/26/98--01071--001

*****70.00 *****70.00

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:

PAUL SLOAN

(Name of Person)

SLOAN ELECTRONICS INC

(Firm/Company)

2527 MONTEREY ST

(Address)

SARASOTA FL 34231

(City/State/Zip)

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

LARRY PROVOST

(Name of Person)

at (914) 271-5749

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

2/26

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. SLOAN ELECTRONICS, INC.
(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 3. 35-1990559
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 31, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. DEC 8, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. BOX 35212
SARASOTA FL 34278
(Current mailing address)

8. SALES OF PERSON MONITORING EQUIPMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

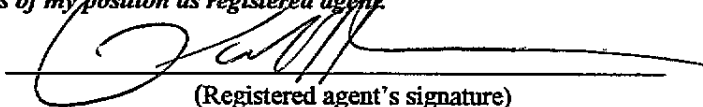
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: PAUL SLOAN

Office Address: 2527 MONTEREY ST
SARASOTA FL 34231, Florida, 34231
(Zip code)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: LARRY PROVOST

Address: 116 TEATOWN RD
CROTON NY 10520

Vice Chairman: PAUL SLOAN

Address: 2527 MONTELEY ST
SARASOTA FL 34242 34231

Director: LESTER COHEN

Address: 22317 COLLINGTON DR
BOCA RATON FL 33428

Director: JAMES VONARA | MIKE SOLOMON

Address: 216 OVERCREST DR | 3 CHIPPEWACT
BENBROOK TX 76126 | SUFFERIN NY 10901

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

President: PAUL SLOAN

Address: 2527 MONTELEY ST
SARASOTA FL 34242 34231

Vice President: LESTER COHEN

Address: 22317 COLLINGTON DR
BOCA RATON FL 33428

Secretary: LARRY PROVOST

Address: 116 TEATOWN RD
CROTON NY 10520

Treasurer: LARRY PROVOST

Address: 116 TEATOWN RD
CROTON NY 10520

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

13. 2 f
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)


14. LARRY PROVOST - CHAIRMAN
(Typed or printed name and capacity of person signing application)

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 "SLOAN ELECTRONICS, INC." 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 FOURTH DAY OF FEBRUARY, A.D. 1998.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8901538
DATE: 02-04-98