

P11921

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 600640 5041524

AUTHORIZATION : *Patricia Piretti*

COST LIMIT : \$ 35.00

ORDER DATE : April 29, 2004

ORDER TIME : 12:14 PM

ORDER NO. : 600640-005

CUSTOMER NO: 5041524

CUSTOMER: Ms. Laila Sayad  
Video Monitoring Services Of  
330 West 42 Street

New York, NY 10036

CHANGE OF AGENT

NAME: VIDEO MONITORING SERVICES OF  
AMERICA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of New York in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: VIDEO MONITORING SERVICES OF AMERICA, INC.
2. The principal office address: 330 West 42ND Street, New York, NY 10036
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 10/28/1986 Document number: P11921

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

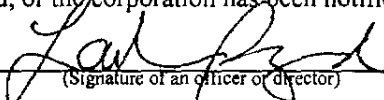
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6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company  
1201 Hays Street  
(P.O. Box or personal mailbox NOT acceptable)  
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

Laila Sayed, VP of Finance  
(Printed or typed name and title)

*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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

By:   
(Signature of Registered Agent)

4-29-04  
(Date)

If signing on behalf of an entity:

Marva L. Williams  
(Typed or Printed Name)

Asst. Vice President  
(Capacity)

\* \* \* FILING FEE: \$35.00 \* \* \*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314