

P96000055185

SENTRY COMMUNICATION SERVICES, INC.
4827 Highlands Place Drive
Lakeland, FL 33813

June 20, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001878745
-06/28/96--01016--009
***122.50 ***122.50

Re: Sentry Communication Services, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Sentry Communication Services, Inc. along with my check in the amount of \$122.50 to cover all fees, including certified copies of the Articles. If you need any further information, please contact me at (941) 683-3333.

Sincerely,



Donald R. Mastropietro

Encls.

FILED
95 JUN 27 PM 2:10
TALLAHASSEE, FLORIDA

SN JUN 28 1996

EFFECTIVE DATE
June 21, 1996

ARTICLES OF INCORPORATION
OF
SENTRY COMMUNICATION SERVICES, INC.

FILED
96 JUL 27 PM 2:10
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Sentry Communication Services, Inc. and its principal office and mailing address is 4827 Highlands Place Drive, Lakeland, FL 33813

ARTICLE II

Commencement of Corporate Existence.

The corporation shall come into existence on June 21, 1996.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 4827 Highlands Place Drive, Lakeland, Florida 33813, and the initial registered agent of the corporation at such address is Donald R. Mastropietro.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

ADDRESS

Donald R. Mastropietro

4827 Highlands Place Drive
Lakeland, FL 33813

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 20th day of June, 1996.



Donald R. Mastropietro

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Sentry Communication Services, Inc., desiring to organize under the laws of the State of Florida, hereby designates Donald R. Mastropietro, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 4827 Highlands Place Drive, Lakeland, Florida 33813, the business office of its Registered Agent, as its Registered Office.

SENTRY COMMUNICATION SERVICES, INC.

By: *Donald R. Mastropietro*
Donald R. Mastropietro, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Donald R. Mastropietro
Donald R. Mastropietro

FILED
96 JUN 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000055185

SENTRY ACCOUNTING, INC.
4827 HIGHLANDS PLACE DRIVE
LAKELAND, FL 33819
(941) 683-3333

FILED
96 NOV 25 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 16, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000001991780--6
-10/31/96--01036--002
*****35.00 *****35.00

Re: Sentry Communication Services, Inc.
Document #P96000055185

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for Sentry Communication Services, Inc. Article I has been amended to reflect the new corporate name, Sentry Accounting, Inc. Also enclosed is my check in the amount of \$35.00 for payment of filing fees.

Please return a date stamped copy in the enclosed, self-addressed stamped envelope. Should you have any questions, please do not hesitate to call.

Thank you for your assistance.

Sincerely,



Donald R. Mastropietro
President

Encls.

N/C

VS NOV 27 1996

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P96000055185



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1998

SENTRY ACCOUNTING, INC.
4827 HIGHLANDS PLACE DRIVE
LAKELAND, FL 33813

SUBJECT: SENTRY COMMUNICATION SERVICES, INC.
Ref. Number: P9800055185

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

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 285A06051117

Nov. 21, 1996

Carol:

Per our phone conversation today, you asked that I indicate a date on which the amendment of the name of this corporation was approved. You will notice that I have added a part of a sentence above the signature line which indicates that the approval date was October 16, 1996. Please file this amendment as originally requested. Thank you.

Teresa Fannin for
Donald R. Mastropietro

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SENTRY COMMUNICATION SERVICES, INC.**

FILED
96 NOV 25 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SENTRY COMMUNICATION SERVICES, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article One in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Sentry Accounting, Inc. and its principal office and mailing address is 4827 Highlands Place Drive, Lakeland, FL 33813."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees due have been paid, all in accordance with the corporation laws of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and sole shareholder, and that the amendment was approved at a meeting held on October 16, 1996.

SENTRY ACCOUNTING, INC.



Donald R. Mastropietro, President and
Sole Shareholder

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me, under oath, this 16th day of October, 1996 by Donald R. Mastropietro, an individual known to me, in his capacity as President and sole shareholder of Sentry Accounting, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



Notary Public



TERESA B. FAJON
My Commission 00422040
Expires Dec 20 1998
Bonded by AFB
600-667-5678