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LEE MARINELLI *
OF COUNSEL
ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

P97000023401

February 3, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32301

500002766075--7
-02/05/99--01081--007
*****35.00 *****35.00

Re: Articles of Amendment to Articles of
Incorporation of Aisle Sentry Systems, Inc.

Dear Sir/Madam:

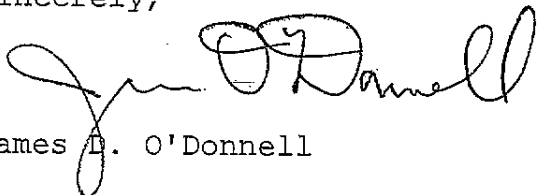
Enclosed please find the following document for filing with your
office:

1. Articles of Amendment to Articles of Incorporation of
Aisle Sentry Systems, Inc.

Also, enclosed is our check in the amount of \$35.00 for the filing
fee.

If you have any questions or need any additional information,
please do not hesitate to contact our office.

Sincerely,



James D. O'Donnell

JOD/ldr

Enclosures
\as stated

cc: Bruce R. Kern

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes: P9700002340-1, 4/26/99, 2-5-99

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AISLE SENTRY SYSTEMS, INC.

WHEREAS, the Articles of Incorporation of Aisle Sentry Systems, Inc. were approved and filed with the Corporation Division, Secretary of State's Office, on March 10, 1997, and Charter Number P97000023401 was duly assigned thereto.

W I T N E S S E T H:

1. Article III. of the Articles of Incorporation of Aisle Sentry Systems, Inc. is hereby amended to read as follows:

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000,000, divided into two (2) classes. The designation of each class and the number of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Class A Common Stock	520,000
Class B Common Stock	480,000

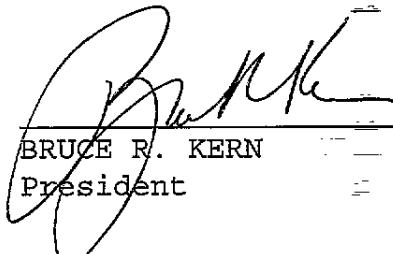
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The holders of Class A common shares shall have exclusive voting power.

The holders of Class B common shares shall not have any voting rights with respect to any matter.

2. The foregoing Amendment was adopted by the shareholders of this Corporation on the 6th day of January, 1999, to be effective upon filing of this Amendment.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 1st day of February, 1999.


BRUCE R. KERN
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF DUVAL

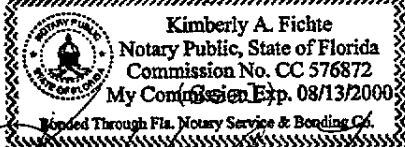
The foregoing instrument was acknowledged before me this

1st day of February, 1999, by BRUCE R. KERN

✓ who is personally known to me

 who has produced as identification

and who did take an oath.



Kimberly A. Fichte
Signature of Notary Public

Kimberly Ann Fichte
Printed Name

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