



THE UNITED STATES
CORPORATION
COMPANY

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FILED
DEC -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 616381 158224A

AUTHORIZATION :

COST LIMIT : \$ 87 *Patricia Pizit*

ORDER DATE : December 1, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 616381-005

CUSTOMER NO: 158224A

000002358880--9

CUSTOMER: Ms. Gina Harber
Thomas P. McNamara, P.a.
Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

Amended

DOMESTIC AMENDMENT FILING

NAME: CELL-TEL MONITORING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name	
Entity	12/2/97
Document	
Examiner	<i>DK</i>
Update	<i>DK</i>
Verify	<i>DK</i>
Knowledge	<i>DK</i>
W.P. Verifier	<i>DK</i>

RECEIVED
97DEC-1 PM 12:28
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
CELL-TEL MONITORING, INC.

FILED
97 DEC -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CELL-TEL MONITORING, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on October 16, 1997.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article V of the Articles of Incorporation as of the date hereof, and substitute in its place the Article V set forth below.

3. As amended below, Article V of the Articles of Incorporation changes the current capital structure of the Corporation by replacing the existing single class of common stock with 10,000,000 shares of Common Stock, par value \$.01 per share and 1,500,000 shares of Preferred Stock, par value \$.01 per share.

4. Pursuant to Section 607.1003(6), Florida Statutes, this amendment to the Articles of Incorporation was approved by the unanimous written consent of the shareholders of the Corporation without the action of the board of directors, as of November 26, 1997.

5. Upon the filing of the Articles of Amendment of the Articles of Incorporation, each share of the presently issued and outstanding common stock of the Corporation shall remain one share of common stock.

6. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article V of the Articles of Incorporation of the Corporation shall read as follows:

* * * *

Article V

The total number of shares of all classes of stock which Monitoring shall be authorized to issue shall be 11,500,000 shares, consisting of (a) 10,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (b) 1,500,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"). A statement of the designations of the authorized classes of stock and the powers, preferences and relative participating, optional or other special rights thereof, is as follows:

A. Voting Rights.

1. General. Except as otherwise provided by the laws of the State of Florida, in the following paragraph and elsewhere herein, the Common Stock and Preferred Stock shall vote on all matters submitted to a vote of stockholders of the Corporation as one class, with each share of Common Stock being entitled to one vote and each share of Preferred Stock being entitled to a number of votes equal to the number of shares of Common Stock into which such Preferred Shares could have been converted as of the record date for determining the stockholders having the right to notice of and to vote with respect to such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.

2. Preferred Stock. In addition to any matter as to which the holders of the Preferred Stock are entitled by law to vote separately as a class, without the approval by vote or written consent of not less than 66-2/3% of the outstanding shares of the Preferred Stock, voting as a separate class, the Corporation shall not:

(1) alter or change any of the express powers, rights, preferences, privileges, qualifications, limitations or restrictions of the Preferred Stock set forth herein;

(2) increase the authorized number of shares of Preferred Stock;

(3) authorize for issuance or issue any new class or series of capital stock of the Corporation having any rights, preferences or privileges superior to or on a parity with the Preferred Stock;

(4) except as otherwise provided by any Stockholder Agreement, repurchase, redeem or otherwise reacquire shares of the capital stock of the Corporation; or

(5) merge, consolidate or enter into a plan of share exchange with another corporation or sell all or substantially all its assets.

No amendment of the Articles of Incorporation of the Corporation affecting the number of authorized shares of Preferred Stock or the voting, dividend, preference, liquidation or conversion rights, if any, of the Preferred Stock shall be valid or effective without the previous affirmative authorization by vote or written consent of the record holders of 66-2/3% or more of the outstanding shares of the Preferred Stock, voting separately as a class.

B. Dividend Rights. The Corporation shall not declare or pay any dividend on the Common Stock of the Corporation at any time the Preferred Stock is outstanding unless unanimously approved by the Board of Directors of the Corporation and unless there is also declared and paid an equivalent dividend on the Preferred Stock. The Corporation shall not declare or pay any dividend nor make any other distribution (other than a dividend or distribution payable solely in shares of Common Stock), on or with respect to the Common Stock unless and until there shall have been paid or declared and set aside for payment dividends with respect to both the Preferred Stock in an amount equal to all accrued and unpaid dividends thereon to the date of such declaration or payment.

C. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, then, before any distribution or payment shall be made to or set apart for the holders of Common Stock, the holders of the Preferred Stock shall be entitled to receive from the assets of the Corporation legally available for distribution to holders of the Corporation's capital stock the sum of \$1.00 per share in cash or property (such amount to be adjusted appropriately in the event of any stock dividend, split or combination or similar recapitalization affecting the Preferred Stock) plus, in the case of each share, an amount equal to all dividends accrued but unpaid thereon to the date of such liquidation, dissolution or winding up (the "Preferred Stock Liquidation Value"). If the assets of the Corporation legally available for distribution to holders of the Corporation's capital stock shall be insufficient to provide the payment in full to the holders of the Preferred Stock of the Preferred Stock Liquidation Value, and to the holders of any other Series of Preferred Stock having liquidation rights on a parity with the Preferred Stock of the liquidation value of that or those Series of Preferred, then the entire assets of the Corporation so

available shall be distributed among the holders of the Preferred Stock and the holders of such other Series of Preferred Stock on a pro rata basis according to the Preferred Stock Liquidation Value and the liquidation values of such other Series of Preferred Stock. After full payment of the Preferred Stock Liquidation Value to the holders of Preferred Stock and the appropriate liquidation value to the holders of any other Series of Preferred Stock having liquidation rights on a parity with the Preferred Stock, the remaining assets of the Corporation shall be distributed to holders of any other Series of Preferred Stock having liquidation rights junior to the holders of the Preferred Stock and to holders of Common Stock.

D. Preferred Stock Conversion Rights. Each share of Preferred Stock shall be convertible at any time at the option of the holder thereof, at the office of the Corporation or any transfer agent for the Preferred Stock, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing \$1.00 by the Preferred Stock Conversion Price in effect at the time of such conversion. The Preferred Stock Conversion Price shall initially be \$1.00 per share and shall be subject to adjustment as hereinafter provided (the "Preferred Stock Conversion Price").

1. Before any holder of shares of Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor at the office of the Corporation or the transfer agent for the Preferred Stock and shall give written notice to the Corporation or such transfer agent at said office that such holder elects to convert the same, and shall state in such notice the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be registered. If such conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may, at the option of the holder then thereof be conditioned upon the closing with the underwriter of the sale of such securities pursuant to such offering. The Corporation will, as soon as practicable thereafter, issue and deliver at said office to the person for whose account such surrender of shares of Preferred Stock was made, or to such person's nominee or nominees, certificates for the number of full shares of Common Stock to which such person shall be entitled as aforesaid, together with the cash payment to be made in respect of any fraction of a share as herein provided. Such conversion shall be deemed to have been made as of the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on said date.

2. The shares of Common Stock issued by the Corporation from time to time upon the conversion of any shares of Preferred Stock shall be deemed fully paid and nonassessable and not liable to any further call or assessment thereon.

3. All shares of Preferred Stock so converted shall be retired and shall not be reissued. If at any time there are no shares of Preferred Stock outstanding, then such class of Preferred Stock shall be canceled and shall cease to exist as a class of authorized capital stock of the Corporation.

4. The Corporation shall at all times reserve and keep available, out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock at the time outstanding, the full number of shares of Common Stock deliverable upon conversion of all of the shares of Preferred Stock from time to time outstanding. The Corporation shall not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issuance or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but shall at all times in good faith assist in the carrying out of all the provisions of this Article and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Preferred Stock against impairment.

5. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If any such conversion results in a fraction, then such holder shall be paid by the Corporation an amount in cash equal to the value of such fractional share.

E. Notices of Record Dates. In the event of:

1. any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or any other right; or

2. any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation or any sale, conveyance, transfer or other disposition of all or substantially all of the assets of the Corporation;

then, and in each such event, the Corporation shall send by registered or certified mail, postage prepaid, to each holder of Preferred Stock a notice specifying (a) the date on which any such record is to be taken for the purpose of such dividend, distribution or right, (b) the date on which any such reorganization, reclassification, recapitalization, merger, consolidation, sale, conveyance, transfer or other disposition is expected to

become effective and (c) the time, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, merger, consolidation, sale, conveyance, transfer or other disposition. Such notice shall be mailed at least 30 days prior to the date specified in such notice on which such action is to be taken.

F. Call Rights. The Corporation shall have the right to redeem the Preferred Stock with twenty days written notice to the holders thereof at any time after November 1, 1998. In order to exercise such right, all such Preferred Stock must be redeemed. The redemption price shall equal the amount paid for such Preferred Stock plus an amount equal to a rate of return of 10% per annum on all amounts paid by the holders for such Preferred Stock. During the notice period referred to above, the holders of the Preferred Stock shall continue to have the right to convert such Preferred Stock into Common Stock as provided herein.

* * * *

IN WITNESS WHEREOF, CELL-TEL MONITORING, INC. has caused these

Articles of Amendment of the Articles of Incorporation to be executed by its President, this

26th day of November, 1997.

CELL-TEL MONITORING, INC.

By: Carol E. Webb
Carol E. Webb, President

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