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297000089101

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002728260-7  
-12/31/98--01065--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Cell-Tel Monitoring, Inc

- |                                                        |                                                 |                                             |
|--------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit                        | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> CUS                    |                                             |
| <input type="checkbox"/> Limited Liability Partnership |                                                 |                                             |
| <input type="checkbox"/> Certified Copy                |                                                 |                                             |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |                                                 |                                             |

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Thanks, Melanie ☺

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12-31-98

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

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 with the Florida Secretary of State on October 16, 1997.
2. Articles of Amendment to the Articles of Incorporation were filed with the Florida Secretary of State on December 1, 1997.
3. The amendment to the Articles of Incorporation being effected hereby will completely delete the first sentence of Article V of the Articles of Incorporation, as amended, as of the date hereof and substitute in its place the following sentence:

The total number of shares of all classes of stock which Monitoring shall be authorized to issue shall be 13,000,000 shares, consisting of (a) 10,000,000 shares of common stock, \$0.01 par value per share ("Common Stock"), and (b) 3,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock").

4. As amended herein, Article V of the Articles of Incorporation changes the current capital structure of the Corporation by increasing by 1,500,000 shares to 3,000,000 shares the authorized Preferred Stock, par value \$0.01 per share.
5. 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 as of December 8, 1998.
6. 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, \$0.01 par value, shall remain one share of common stock.
7. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, CELL-TEL MONITORING, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary this 8<sup>th</sup> day of December, 1998.

CELL-TEL MONITORING, INC.

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

By: Michael D. Duke  
Michael D. Duke, Secretary

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