

EXHIBIT A

P95000064993

RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUNSHINE BUILDING, SUITE 40
830 U.S. HIGHWAY ONE
NORTH PALM BEACH
FLORIDA 33408

(407) 627-4448

May 26, 1995

Secretary of State
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: Toly Digital Network, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check in the amount of \$122.50 covering the following:

- \$35.00 Filing fees
- \$35.00 Certificate Designating Registered Agent
- \$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

Raymond M. Masciarolla II, Esquire

RMM:ph
Enclosures

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-05/01/95--01067--006
***122.50 ***122.50

Confidential
P95-25397

555, 521, 677
795-117552

FILED
95 AUG 22 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1995

RAYMOND M MASCIARELLA II, ESQUIRE
840 US HIGHWAY ONE
SUITE 340
NORTH PALM BEACH, FL 33408

SUBJECT: TOLY DIGITAL NETWORK, INC.
Ref. Number: W95000013733

We have received your document for TOLY DIGITAL NETWORK, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00032992

LAW OFFICES
RAYMOND M. MASCIARELLA II, P.A.
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUMMIT BUILDING, SUITE 400
NORTH HIGHWAY ONE
NORTH PALM BEACH
FLORIDA 33408
(407) 627-4448

August 15, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Beth Register

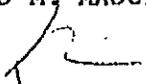
RE: TOLY DIGITAL NETWORK, INC.
Reference Number: W095000013733

Dear Ms. Register:

Please find enclosed your letter to me of July 10, 1995, together with an affidavit from the incorporator of the dissolved entity. This should clear up any problem associated with our filing of the Articles of Incorporation for Toly Digital Network, Inc.

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

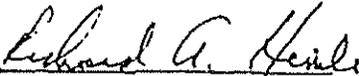

Raymond M. Masciarella II, Esquire

RMM:ph
Enclosures

cc: Mark Suto

AFFIDAVIT

This Affidavit is submitted by the undersigned incorporator of Toly Digital Networks, Inc. (the "Corporation"), a Florida corporation that was incorporated on May 5, 1995 and voluntarily dissolved on May 15, 1995 by the undersigned incorporator. The undersigned hereby releases the name "Toly Digital Networks, Inc." and agrees that the name may be immediately assumed or used by another corporation. In releasing this name, the undersigned further agrees that he will not revoke the dissolution of the Corporation in the manner authorized by law.


Richard A. Heinle

Sole incorporator of Toly
Digital Networks, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of August, 1995, by Richard A. Heinle, the sole incorporator of Toly Digital Networks, Inc., a Florida corporation, on behalf of the corporation. Such person did not take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

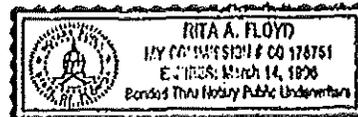
{Notary Seal must be affixed}

Rita A. Floyd
Signature of Notary

Rita A. Floyd
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____



ARTICLES OF INCORPORATION
OF
TOLY DIGITAL NETWORK, INC.

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95 AUG 22 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Toly Digital Network, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered principal office of this corporation is 840 U.S. Highway One, Suite 340, North Palm Beach, Florida 33408, and the name of the initial registered agent of this corporation is Raymond M. Masciarella II.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Mark W. Suto
333 Sayre Drive
Princeton, New Jersey 08540
2. Gerald McNulty
c/o Mark W. Soto
333 Sayre Drive
Princeton, New Jersey 08540

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these articles is Raymond M. Masciarella II.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI

STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 90 days from the date of mailing. If the corporation fails or refuses within such 90-day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his/her shares as he/she may deem fit. The President of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 26 day of May,

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
35 AUG 22 PM 12:49
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

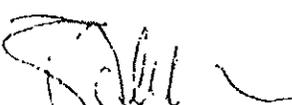
FIRST, that Mark W. Suto desiring to organize Toly Digital Network, Inc. and qualify under the laws of the State of Florida, with its principal place of business located at 840 U.S. Highway One, Suite 340, North Palm Beach, Florida 33408, has named Raymond M. Masciarella II, as its agent to accept service of process within Florida.

Dated:



Mark W. Suto, Director

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Raymond M. Masciarella II
Registered Agent

P95000064993

Stephen L. Seftenberg, Esq.
 Requestor's Name
 2800 N. Eagle Dr, Suite 205
 Address
 West Palm Beach, FL 33417
 City/State/Zip Phone #

SECURITY SYSTEMS -- T
 -11/23/95-01074--003
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 _____ (Corporation Name) _____ (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 11/13
 FILED
 96 NOV 12 PM 1:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 1, 1996

Stephen L. Seftenberg, Esq.
2800 N. Flagler Dr.
Suite 205
West Palm Beach, FL 33407

SUBJECT: TOLY DIGITAL NETWORK, INC.
Ref. Number: P95000064993

We have received your document for TOLY DIGITAL NETWORK, 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 796A00050386

Florida Department of State, Sandra B. Mortham, Secretary of State

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, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1 The name of the corporation is TOY Digital Networks, Inc.
2 The mailing address of the corporation is 12189 North U.S. Highway One, Suite 2, North Palm Beach, FL 33408.
3 Date of incorporation/qualification: August 22, 1995 Document number P 95000064993
4 The name and address of the current registered agent and office:

Raymond M. Masciarella, II
840 U S Highway One, Suite 340
North Palm Beach, FL 33408

- 5 The name and address of the new registered agent and office (P.O. Box Not Accepted):

Mark W. Suto
12189 North U.S. Highway One, Suite 2
North Palm Beach, FL 33408.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature] Secretary
(Signature of an officer, chairman or vice chairman of the board)

October 22, 1996
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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

[Signature]
(Signature of Registered Agent)

October 22, 1996
(Date)

If signing on behalf of an entity:

(Type or Printed Name)

(Capacity)

P95 000064993

STEPHEN L. SEFTENBERG, ESQ.

Florida:
2800 North Flagler Drive,
Suite 205
West Palm Beach, FL 33407
Telephone: (561) 804-9970
Facsimile: (561) 804-9518

Illinois:
Offices of Alan H. Hammerman
640 North LaSalle Street, #390
Chicago, IL 60610
Telephone: (312) 642-1322
Facsimile: (312) 642-9401

October 22, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10 28796--01074--002
*444435.00 *444435.00

Gentlemen:

1. Enclosed, with a corporate check for \$35.00, are an original and one copy of Articles of Amendment of TOI.Y Digital Networks, Inc., a Florida corporation.
2. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for TOI.Y Digital Networks, Inc., a Florida corporation.
3. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Florida/U S Digital Networks, Inc., a Florida corporation.
4. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Total Doctors Network, Inc., a Florida corporation.

Please return the receipted copies of the above documents to the undersigned.

Your courtesy and cooperation are appreciated.

Sincerely,

S. L. Seftenberg
Stephen L. Seftenberg
Enclosures

cc: Mark W. Suto
info@letters.wcs.state

SH 11/13

FILED
96 NOV 12 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 1, 1996

Stephen L. Seftenberg, Esq.
2800 N. Flagler Dr.
Suite 205
West Palm Beach, FL 33407

SUBJECT: TOLY DIGITAL NETWORK, INC.
Ref. Number: P95000064993

We have received your document for TOLY DIGITAL NETWORK, 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 696A00050386

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TOLY DIGITAL NETWORK, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is TOLY DIGITAL NETWORK, INC.
2. The text of the amendment is as follows:

The name of the corporation is changed to TOLY DIGITAL NETWORKS, INC.

* * *

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share, of which 100 shares shall be voting and 400 shares shall be non-voting.

* * *

ARTICLE XI STOCK TRANSFER RESTRICTIONS

The right of a shareholder to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation is subject to a certain Shareholder Agreement dated ~~August 17~~ October 17, 1996.

3. The amendment was adopted on the 8th day of November 1996.

4. The amendment was duly approved by the board of directors and the shareholders in accordance with Section 607.1006.

Dated: November 8, 1996

[CORPORATE SEAL]

ATTEST:

[Signature]
Its Secretary
TOLY DIGITAL NETWORK, INC.

TOLY DIGITAL NETWORK, INC.

By [Signature]
Its President

FILED
96 NOV 12 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000064993

STEPHEN L. SEFTENBERG, ESQ.

Florida:
2800 North Flagler Drive,
Suite 205
West Palm Beach, FL 33407
Telephone: (561) 804-9970
Facsimile: (561) 804-9518

Illinois:
Offices of Alan H. Hammeman
640 North LaSalle Street, #390
Chicago, IL 60610
Telephone: (312) 642-1322
Facsimile: (312) 642-9401

January 31, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002090241--L
-02/18/97-01023-012
*****35.00 *****35.00

Gentlemen:

1. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for TOLY Digital Networks, Inc., a Florida corporation.
2. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Florida/US Digital Networks, Inc., a Florida corporation.
3. Enclosed, with a corporate check for \$35.00, are an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Total Doctors Network, Inc., a Florida corporation.

Please return the receipted copies of the above documents to the undersigned.

Your courtesy and cooperation are appreciated.

Sincerely,

S. L. Seftenberg
Stephen L. Seftenberg
Enclosures
cc: Mark W. Suto
toll letters/secstate 971

SH 2/30
PA Ch.

RECEIVED
JAN 31 1997
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida

1. The name of the corporation is TOLY Digital Network, Inc.
2. The mailing address of the corporation is 13901 North U.S. Highway One, Suite 1, Juno Beach, FL 33408.
3. Date of incorporation/qualification: August 22, 1995 Document number P 95000064993
4. The name and address of the current registered agent and office:

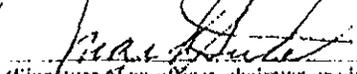
Mark W. Suto
12189 North U.S. Highway One, Suite 2
North Palm Beach, FL 33408.

5. The name and address of the new registered agent and office (P.O. Box Not Acceptable)

Mark W. Suto
13901 North U.S. Highway One, Suite 1
Juno Beach, FL 33408.

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.



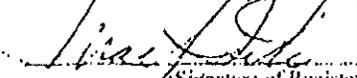
(Signature of an officer, chairman or vice chairman of the board)

President
Secretary

1/22/97

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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



(Signature of Registered Agent)

1/22/97

(Date)

If signing on behalf of an entity:

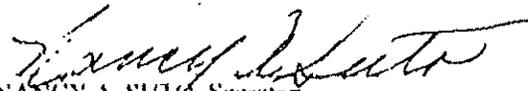
(Type or Printed Name)

(Capacity)

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

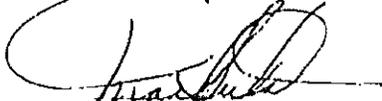
In compliance with Florida Statutes Sections 48.01 and 607.0501, the following is submitted:

TOIY Digital Networks, Inc., a Florida corporation, has designated 13901 North U.S. Highway One, Suite 1, Juno Beach, FL 33408, as its Registered Office, and MARK W. SUTO, as its Registered Agent, effective as of January 1, 1997.


NANCY A. SUTO, Secretary

Having been designated Registered Agent for the above corporation, at the Designated Registered Office, the undersigned hereby accepts said appointment, as of the date set forth above, and agrees to comply with the provisions of Florida Statutes, Section 48.091, relative to keeping the office open

Dated: January 1, 1997


MARK W. SUTO

Prepared by:
Stephen L. Seftenberg, Esq.
2800 North Flagler Drive, #205
West Palm Beach, FL 33407
Telephone: (561) 804-9970
Facsimile: (561) 804-9518
NOT RECORDED