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MERGER OR SHARE EXCHANGE

LESC, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger

06/23/03

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
LESC, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Law Enforcement Supply Company, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 13, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 13, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 13th day of June, 2003, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Statutes, between LESC, Inc., a Delaware corporation ("LESC - DE") and Law Enforcement Supply Company, Inc., a Florida corporation ("LESC - FL") (LESC - DE and LESC - FL, collectively, the "Corporations").

WHEREAS, the Corporations desire to merge into a single Delaware corporation with LESC - DE as the surviving entity;

NOW, THEREFORE, the Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: LESC - FL (the "Merged Corporation") hereby merges itself with and into LESC - DE, with LESC - DE (the "Surviving Corporation") as the surviving corporation.

SECOND: The Certificate of Incorporation of LESC - DE as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
LESC - FL	Common	1,000	\$0.10
LESC - DE	Common	1,000	\$0.01

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) The issued and outstanding shares of common stock of the Merged Corporation shall be changed and converted in the aggregate into one hundred (100) shares of common stock of the Surviving Corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein.

Until so surrendered, the outstanding shares of stock of the Merged Corporation to be converted into the stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the Merged Corporation shall have said shares thereof cancelled and said registered owner shall be entitled to the number of common shares of the Surviving Corporation on the basis provided herein.

FIFTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing of the Agreement with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

SIXTH: The Boards of Directors of LESC - DE and of LESC - FL may amend this Agreement at any time prior to the filing of the Articles of Merger in Florida and the Certificate of Merger in Delaware.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by an authorized officer of each party hereto as the respective act, deed and agreement of said corporations as of the date first set forth above.

LESC, INC., a Delaware corporation

By:



Name: Eric Smith
Title: President

LAW ENFORCEMENT SUPPLY
COMPANY, INC., a Florida corporation

By:



Name: Eric Smith
Title: President

Secretary's Certificate

I, Eric Smith, Assistant Secretary of LESC, Inc., a corporation organized and existing under the laws of the State of Delaware ("LESC - DE"), hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of LESC - DE and having been signed on behalf of Law Enforcement Supply Company, Inc., a corporation of the State of Florida, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholders holding 100 shares of the capital stock of LESC - DE, same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of LESC - DE and the duly adopted agreement and act of LESC - DE.

WITNESS, my hand on this 18th day of June, 2003.



Name: Eric Smith

Title: Assistant Secretary