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TALLAHASSEE, FLORIDA

AR
12/10/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 075906 7193709

AUTHORIZATION :

Patricia Pardo

COST LIMIT : \$ 96.25

ORDER DATE : December 10, 2004

ORDER TIME : 1:26 PM

ORDER NO. : 075906-005

CUSTOMER NO: 7193709

CUSTOMER: Ms. Kristy Hair
Greenberg Traurig, P.a.
Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

ARTICLES OF MERGER

DIRECTED ELECTRONICS, INC.

INTO

DIRECTED ELECTRONICS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY QUANTITY: (3) THREE

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

of

DIRECTED ELECTRONICS, INC., a California corporation

into

DIRECTED ELECTRONICS, INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Business Corporation Act, Directed Electronics, Inc., a California corporation ("Directed-CA"), and Directed Electronics, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Directed-CA with and into the Surviving Corporation (the "Merger").

First: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

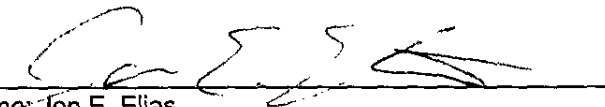
Second: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

Third: The Plan of Merger was adopted by joint written consent of the sole shareholder of each of Directed-CA and the Surviving Corporation as of September 17, 2004.

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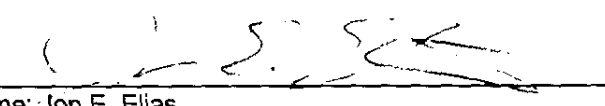
IN WITNESS WHEREOF, each of Directed-CA and Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officers, on this 8th day of December, 2004.

DIRECTED ELECTRONICS, INC., a California
corporation

By: 

Name: Jon E. Elias
Title: Vice President

DIRECTED ELECTRONICS, INC., a Florida corporation

By: 

Name: Jon E. Elias
Title: Vice President

EXHIBIT A
Plan of Merger
Attached

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is entered into as of December 8, 2004 by and between Directed Electronics, Inc., a California corporation ("Directed-CA"), and Directed Electronics, Inc., a Florida corporation ("Directed-FL").

WHEREAS, Directed-FL is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, Directed-CA is a corporation duly organized and existing under the laws of the state of California;

WHEREAS, on the date of this Merger Agreement, Directed-FL has authority to issue one thousand (1,000) shares of Common Stock, par value \$0.01 per share (the Directed-FL Common Stock), of which one thousand (1,000) shares are issued and outstanding;

WHEREAS, on the date of this Merger Agreement, Directed-CA is authorized to issue one thousand (1,000) shares of Common Stock, par value \$0.01 per share, of which 1,000 shares are issued and outstanding (the Directed-CA Common Stock);

WHEREAS, the respective Boards of Directors for Directed-FL and Directed-CA have determined that, for the purpose of effecting the reincorporation of Directed-CA in the state of Florida, it is advisable and to the advantage of said two corporations and their shareholders that Directed-CA merge with and into Directed-FL upon the terms and conditions herein provided; and

WHEREAS, the respective Board of Directors and shareholders of each of Directed-FL and Directed-CA have adopted and approved this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Directed-CA and Directed-FL hereby agree to merge as follows:

1. **Merger.** Directed-CA shall be merged with and into Directed-FL, and Directed-FL shall survive the merger (the "Merger"), effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

2. **Governing Documents.**

a. The Articles of Incorporation of Directed-FL shall continue to be the Articles of Incorporation of Directed-FL as the surviving corporation.

b. The Bylaws of Directed-FL in effect on the Effective Date, shall continue to be the Bylaws of Directed-FL as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. **Directors and Officers.** The directors and officers of Directed-FL shall continue to be the directors and officers of Directed-FL.

4. **Succession.** On the Effective Date, Directed-FL shall succeed to Directed-CA in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act of the state of Florida.

5. **Further Assurances.** From time to time, as and when required by Directed-FL or by its successors and assigns, there shall be executed and delivered on behalf of Directed-CA such deeds and

other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect, or confirm of record or otherwise, in Directed-FL the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Directed-CA and otherwise to carry out the purposes of this Merger Agreement and the officers and directors of Directed-FL are fully authorized in the name and on behalf of Directed-CA or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Stock of Directed-CA. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Directed-CA Common Stock outstanding immediately prior thereto shall be surrendered and extinguished without consideration.

7. Stock of Directed-FL. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Directed-FL Common Stock shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the Effective Date shall continue to represent one issued share of Directed-FL.

8. Amendment. At any time before or after approval and adoption by the shareholders of each of Directed-CA and Directed-FL, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Board of Directors of Directed-FL and Directed-CA to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement, provided that any change to any material term of the Merger Agreement will be approved by the shareholders of each of Directed-CA and Directed-FL.

9. Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either Directed-CA or Directed-FL or both, notwithstanding approval of this Merger Agreement by the shareholders of each of Directed-FL and Directed-CA.

10. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

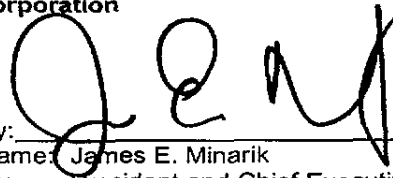
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IN WITNESS WHEREOF, this Merger Agreement, having been first duly approved by resolution of the Board of Directors of Directed-CA and Directed-FL, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

**DIRECTED ELECTRONICS, INC., a Florida
corporation**

By: 
Name: James E. Minarik
Its: President and Chief Executive Officer

**DIRECTED ELECTRONICS, INC., a California
corporation**

By: 
Name: James E. Minarik
Its: President and Chief Executive Officer