

2 P95000080995

NAME: SPS HOLDINGS, INC., A FLORIDA CORPORATION  
AUDIT NUMBER.....H97000021350  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
CERT. OF STATUS..0 PAGES..... 5  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$70.00

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P. ACCT#: 070372002675  
CONTACT: BETTY WILSON  
PHONE: (904)354-4141 FAX #: (904)358-2199

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merger  
12-31-97

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WESTCO SECURITY SYSTEMS, INC., a Florida corporation (Document  
#F18766)

INTO

**SPS HOLDINGS, INC.**, a Florida corporation, P95000080995.

File date: December 30, 1997 , effective December 31, 1997

Corporate Specialist: Louise Flemming-Jackson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
OF  
WESTCO SECURITY SYSTEMS, INC., a Florida corporation  
INTO  
SPS HOLDINGS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations organized and existing under and by virtue of the Business Corporation Act of the State of Florida,

DO HEREBY CERTIFY THAT:

1. Westco Security Systems, Inc., a Florida corporation ("Westco") is merging with and into its parent company SPS Holdings, Inc., a Florida corporation ("SPS" or the "Surviving Corporation"), simultaneously with two other wholly-owned subsidiaries of SPS, namely SPS Acquisitions, Inc., a Florida corporation ("SPS Acquisitions") and NHC Security Systems, Inc., a Delaware corporation ("NHC").

2. A plan of merger was adopted by the Board of Directors of each constituent corporation on December 5, 1997 and a Plan and Agreement of Merger (the "Merger Agreement") dated as of December 29, 1997 by and among SPS Acquisitions, Westco, NHC, and SPS, setting forth such plan of merger, has been executed and acknowledged by each of the constituent corporations all in accordance with the requirements of Section 607.1104 of the Business Corporation Act of the State of Florida. A copy of the Merger Agreement is attached hereto.

3. The effective time and date of the Merger shall be 5:00 pm, December 31, 1997.

4. Shareholder approval of the Merger was not required pursuant to Section 607.1104(1(a)) of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles to be signed by their authorized officers this 30 day of December, 1997.

SPS HOLDINGS, INC.,  
a Florida Corporation

BY: Anthony Marinatos  
TITLE: Vice President

WESTCO SECURITY SYSTEMS,

BY: Anthony Marinatos  
TITLE: Vice President

H97000021353 2

James L. Main, Esquire  
P. O. Box 1559  
Jacksonville, FL 32201-1559  
(904)354-4141  
Florida Bar No: 193367

H97000021353 2

PLAN AND AGREEMENT OF MERGER

OF

SPS ACQUISITIONS, INC.,  
a Florida corporation,

WESTCO SECURITY SYSTEMS, INC.,  
a Florida corporation, and

NHC SECURITY SYSTEMS, INC.,  
a Delaware corporation

INTO

SPS HOLDINGS, INC.,  
a Florida corporation

PLAN AND AGREEMENT OF MERGER dated as of December 29, 1997, by and between SPS Holdings, Inc., SPS Acquisitions, Inc., Westco Security Systems, Inc., and NHC Security Systems, Inc., as approved by the Board of Directors of each of said corporations:

1. Each of the following Mergers will occur simultaneously:

a) SPS Acquisitions, Inc., a Florida Corporation ("SPS Acquisitions") and wholly-owned subsidiary of SPS Holdings, Inc., shall be merged with and into SPS Holdings, Inc., a Florida Corporation (the "Surviving Corporation").

b) Westco Security Systems, Inc., a Florida Corporation ("Westco") and wholly-owned subsidiary of SPS Holdings, Inc., shall be merged with and into SPS Holdings, Inc., a Florida Corporation (the "Surviving Corporation").

c) NHC Security Systems, Inc., a Delaware Corporation ("NHC") and wholly-owned subsidiary of SPS Holdings, Inc., shall be merged with and into SPS Holdings, Inc., a Florida Corporation (the "Surviving Corporation").

2. The separate existence of SPS Acquisitions, Westco and NHC (hereinafter referred to collectively as the "Disappearing Corporations") shall cease upon the effective date of the Merger in accordance with the provisions of the Business Corporation Act of the State of Florida.

H97000021353 2  
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H97000021353 2

- 3. The Surviving Corporation shall adopt and assume all doing business or assumed names of the Disappearing Corporations.
- 4. The Plan of Merger has been approved by the sole shareholder of each of the Disappearing Corporations.
- 5. Each issued share of each of the Disappearing Corporations shall, upon the effective date of the Merger, be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.
- 6. The Surviving Corporation shall assume all the obligations of the Disappearing Corporations.
- 7. The Surviving Corporation shall continue its existence pursuant to the provisions of the Business Corporation Act of the State of Florida.
- 8. The name of the Surviving Corporation upon the effective date of the Merger shall continue to be SPS Holdings, Inc.
- 9. The Articles of Incorporation of the Surviving Corporation upon the effective date of the Merger shall continue to be the Articles of Incorporation of said Surviving Corporation.
- 10. The bylaws of the Surviving Corporation upon the effective date of the Merger shall continue to be the bylaws of said Surviving Corporation.
- 11. Upon the effective date of the Merger, the following persons will serve as the directors of the Surviving Corporation, all of whom shall hold their directorships until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation:

Kenneth E. Purcell	Robert Stein
Russell R. MacDonnell	Walter McRae
John A. Kuhne	

12. So that the Merger herein provided for shall have been fully authorized in accordance with the provisions of the Business Corporation Act of the State of Florida, the Disappearing Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed

H97000021353 2  
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H97000021353 2

and/or recorded any document or documents prescribed by the laws of the State of Florida and, that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

13. The Board of Directors and the proper officers of the Disappearing Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Mergers provided for herein.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the constituent corporations parties hereto as of the date first above written.

SPS ACQUISITIONS, INC.

By: *Anthony Marinatos*  
Name: ANTHONY MARINATOS  
Title: Vice President

By: *Mindy Lamigan*  
Name: Mindy Lamigan  
Title: Secretary

WESTCO SECURITY SYSTEMS, INC.

By: *Anthony Marinatos*  
Name: ANTHONY MARINATOS  
Title: Vice President

By: *Mindy Lamigan*  
Name: Mindy Lamigan  
Title: Secretary

H97000021353 2

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NHC SECURITY SYSTEMS, INC.

By: *Anthony Marinatos*  
Name: *Anthony Marinatos*  
Title: *Vice President*

By: *Mindy Lamigan*  
Name: *Mindy Lamigan*  
Title: *Secretary*

SPS HOLDINGS, INC.

By: *Anthony Marinatos*  
Name: *Anthony Marinatos*  
Title: *Vice President*

By: *Mindy Lamigan*  
Name: *Mindy Lamigan*  
Title: *Secretary*