

3

P95 0000 80995

F1=Help F10=Menu bar Ctrl+F=File [OFF] Ctrl+P=Printer [OFF]

Terminal Emulation CONNECTED 0:21:46

ELECTRONIC FILING COVER SHEET

((H97000021354 0))

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

NAME: SPS HOLDINGS, INC., A FLORIDA CORPORATION
AUDIT NUMBER.....H97000021354
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar Ctrl+F=File [OFF] Ctrl+P=Printer [OFF]

EFFECTIVE DATE

Terminal Emulation 12-31-97 CONNECTED 0:21:46
File Edit Services Terminal Special

((H97000021354 0))

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

NAME: SPS HOLDINGS, INC., A FLORIDA CORPORATION
AUDIT NUMBER.....H97000021354
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar Ctrl+F=File [OFF] Ctrl+P=Printer [OFF]

FILED
97 DEC 30 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEC 30 1997
COMMUNICATIONS SECTION

Terminal Emulation CONNECTED 0:21:46
File Edit Services Terminal Special

ELECTRONIC FILING COVER SHEET

P95000080995

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NHC SECURITY SYSTEMS, INC., a Delaware corporation (Document
#F94000005876)

INTO

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

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

Corporate Specialist: Louise Flemming-Jackson

H97000021354 0

EFFECTIVE DATE

12-31-97

FILED

97 DEC 30 PM 3:41

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and the General Corporation Law of the State of Delaware, respectively,

DO HEREBY CERTIFY THAT:

1. NHC Security Systems, Inc., a Delaware corporation ("NHC"), 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 Westco Security Systems, Inc., a Florida corporation ("Westco") and SPS Acquisitions, Inc., a Florida corporation ("SPS Acquisitions").

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

NHC SECURITY SYSTEMS, INC.,
a Delaware Corporation

BY: Anthony Marinatos
TITLE: Vice President

H97000021354 0

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

H97000021354 0

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.

H97000021354 0
James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367

H97000021354 0

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

H97000021354 0
James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367

H9700002135# 0

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 Main
Name: Anthony Main
Title: Vice President

By: Mindy Langan
Name: Mindy Langan
Title: Secretary

WESTCO SECURITY SYSTEMS, INC.

By: Anthony Main
Name: Anthony Main
Title: Vice President

By: Mindy Langan
Name: Mindy Langan
Title: Secretary

H97000021354 0

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

H97000021354 0

NHC SECURITY SYSTEMS, INC.

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

By: Mindy Lanigan
Name: Mindy Lanigan
Title: Secretary

SPS HOLDINGS, INC.

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

By: Mindy Lanigan
Name: Mindy Lanigan
Title: Secretary

H97000021354 0

James L. Main, Esquire

P. O. Box 1559

Jacksonville, FL 32201-1559

(904)354-4141

Florida Bar No: 193367