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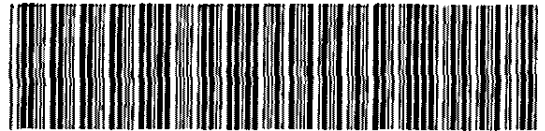
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05/27/04--01078--020 \*\*122.50

EFFECTIVE DATE  
6-7-04

FILED  
04 MAY 27 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Morgan  
KRB  
6/3

**JOHN A. PANYKO, P.A.**  
**BOARD CERTIFIED TAX ATTORNEY**

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

May 26, 2004

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

RE: Security Engineering of Pensacola, Incorporated  
Our File No. M34-04683

Ladies and Gentlemen:

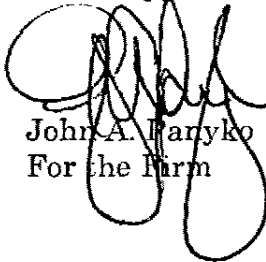
Enclosed please find an original and one copy of the Articles of Merger to be filed on behalf of Security Engineering of Pensacola, Incorporated.

Enclosed please also find check no. 22826 in the amount of \$122.50 for the filing fee and certified copy for same.

The effective date of these Articles of Merger is June 1, 2004, so please file immediately upon receipt.

Thank you for your assistance in this matter.

Sincerely



John A. Panyko  
For the Firm

JAP/cmw

Enclosures (3)

ARTICLES OF MERGER  
OF  
ALTA, INC.  
A MISSISSIPPI CORPORATION,  
AND  
SECURITY MONITORING CORPORATION  
A FLORIDA CORPORATION,  
INTO  
SECURITY ENGINEERING OF PENSACOLA, INCORPORATED  
A FLORIDA CORPORATION

**FILED**

04 MAY 27 PM 4:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
6-1-04

Pursuant to the provisions of Sections 607.1101, and 607.1107 of the Florida Business Corporation Act and Section 79-4-11.02, of the Mississippi Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Alta, Inc. ("Alta") and Security Monitoring Corporation ("Security Monitoring") into Security Engineering of Pensacola, Incorporated ("Security Engineering"):

1. Alta, Inc. is incorporated under the laws of the State of Mississippi, and the laws of such jurisdiction permit this merger.
2. Security Monitoring Corporation is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.
3. The following Plan of Merger was approved by the Board of Directors of Security Engineering of Pensacola, Incorporated, a Florida corporation and the surviving corporation, in the manner prescribed by the Florida Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of the State of Florida and the State of Mississippi, the jurisdictions under which Security Monitoring and Alta corporations are organized:

a. Merger. As soon as all of the following events shall have happened, viz.,

1. The Plan of Merger shall have been duly adopted and approved by the Board of Directors of Alta, Security Monitoring and Security Engineering of Pensacola, Incorporated, in accordance with the laws of the jurisdiction in which each corporation is organized and such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the States of Florida and Mississippi;

thereupon, Alta and Security Monitoring, shall be deemed to have been merged with and into Security Engineering of Pensacola, Incorporated, which shall be the surviving corporation.

b. Terms and Conditions. On the effective date of the merger, the separate existence of Alta and Security Monitoring, shall cease, and Security Engineering of Pensacola, Incorporated, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of Alta and Security Engineering, without the necessity for any separate transfer. Security Engineering shall thereafter be responsible and liable for all of the liabilities and obligations of Alta, Inc. and Security Monitoring and neither the rights of creditors or any liens on the property of Alta and Security Monitoring shall be impaired by the merger.

c. Conversion and Exchange of Shares. Upon the merger becoming effective, since the Shareholders of Alta, Security Monitoring and Security

Engineering are the same individuals holding the same identical Stock Ownership Percentage each issued and outstanding share of common stock of Alta and Security Monitoring shall be cancelled and no additional \$1.00 par value common stock of Security Engineering of Pensacola, Incorporated, shall be issued, such procedure being deemed a constructive conversion and exchange.

d. Change in Articles of Incorporation. The Articles of Incorporation of Security Engineering of Pensacola, Incorporated, as they presently exist shall continue to be the Articles of Incorporation following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of Security Engineering of Pensacola, Incorporated, as they presently exist shall continue to be the Bylaws of Security Engineering of Pensacola, Incorporated, following the effective date of this merger.

f. Directors and Officers. The directors and officers of Security Engineering of Pensacola, Incorporated, as of the effective date of the merger shall continue as directors and officers of Security Engineering of Pensacola, Incorporated, for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. None of the corporations involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this merger under the

laws of the jurisdiction in which each corporation is organized.

h. Effective Date of the Merger. The effective time and date of this merger shall be 12:01 a.m. on June 1, 2004.

i. Further Instruments. From time to time, as and when requested by the corporations involved in this merger, its former stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as Security Engineering of Pensacola, Incorporated, may deem necessary or desirable in order to vest in and confirm to Security Engineering of Pensacola, Incorporated, title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

4. The number of outstanding shares of each class of stock of Alta and Security Monitoring and the number of such shares of each class owned are as follows:

<u>Corporation</u>	<u>Shares Outstanding</u>	<u>Class</u>	<u># of Member Shares voted Approving Plan</u>
Alta, Inc.	20	Common	20
Security Monitoring Corporation	7,500	Common	7,500
Security Engineering of Pensacola, Incorporated	1,300	Common	1,300

5. A copy of the Plan of Merger set forth in Article 3 above was delivered on May 15, 2004, to the Shareholders of Alta, Security Monitoring and Security Engineering of Pensacola, Incorporated, and such shareholders immediately

thereafter unanimously approved such plan of merger (such voted sufficient for approval) and authorized the filing of these Articles of Merger with the Secretary of State of the State of Florida and Mississippi immediately upon execution.

Executed on behalf of the parties by their officers, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this 18<sup>th</sup> of May, 2004.

ATTEST:

Constance M. Weiss  
Secretary

ALTA, INC.  
a Mississippi corporation

By: Julia McShan  
JULIA McSHAN  
Its President

ATTEST:

Constance M. Weiss  
Secretary

SECURITY MONITORING CORPORATION  
a Florida corporation

By: Julia McShan  
JULIA McSHAN  
Its President

ATTEST:

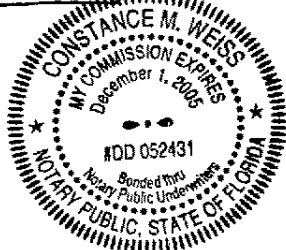
Constance M. Weiss  
Secretary

SECURITY ENGINEERING OF  
PENSACOLA, INCORPORATED  
a Florida corporation

By: Fred H. Aaron Sr.  
FRED H. AARON, SR.  
Its President

STATE OF FLORIDA )  
COUNTY OF ESCAMBIA )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2004, by JULIA McSHAN, President of Alta, Inc., a Mississippi corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Constance M. Weiss  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA                    )  
COUNTY OF ESCAMBIA            )

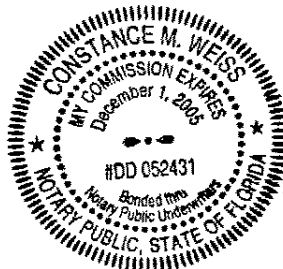
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2004, by JULIA McSHAN, President of Security Monitoring Corporation, a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Constance M. Weiss  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA                    )  
COUNTY OF ESCAMBIA            )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2004, by FRED H. AARON, SR., President of Security Engineering of Pensacola, Incorporated, a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Constance M. Weiss  
NOTARY PUBLIC, State of Florida