

**FO0000001007**

ACCOUNT NUMBER: FCA000000005

REFERENCE: 4020278  
(Sub Account)

DATE: 3-16-00

REQUESTOR NAME: LEXIS

ADDRESS:

TELEPHONE: ( ) ( ) ext ( )

CONTACT NAME:

CORPORATION NAME: Fire Alarm Service Corporation and

Armorgroup Integrated Systems, Inc

DOCUMENT NUMBER:  
(if applicable)

AUTHORIZATION:

C. Woodyard

*Merger*

- ☒ CERTIFIED COPY (1-9)  
☐ CERTIFICATE OF STATUS (1-9)  
☐ PLAIN STAMPED COPY

400003172284--2

- ☒ Call When Ready      ( ) Call if Problem      ( ) After 4:30  
☒ Walk In              ( ) Will Wait              ( ) Pick Up  
( ) Mail Out

RECEIVED  
00 MAR 16 AM 11:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*APR 3/16/00*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRE ALARM SERVICE CORPORATION, a Florida corporation G60725

INTO

ARMORGROUP INTEGRATED SYSTEMS, INC., a Delaware entity,  
F00000001007

File date: March 16, 2000

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Account charged: 78.75

FILED  
00 MAR 16 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
FIRE ALARM SERVICE CORPORATION  
(a Florida corporation)  
AND  
ARMORGROUP INTEGRATED SYSTEMS, INC.  
(a Delaware corporation)

To the Department of State  
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

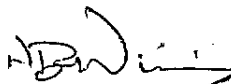
1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Fire Alarm Service Corporation, a Florida corporation, with and into ArmorGroup Integrated Systems, Inc., a Delaware corporation.

2. The shareholders of Fire Alarm Service Corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on March 7, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Fire Alarm Service Corporation with and into ArmorGroup Integrated Systems, Inc. is permitted by the laws of the jurisdiction of organization of ArmorGroup Integrated Systems, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of ArmorGroup Integrated Systems, Inc. was March 7, 2000.

Executed on March 7, 2000.

FIRE ALARM SERVICE CORPORATION

By:   
Nicholas B. Winiwicz  
President

ARMORGROUP INTEGRATED SYSTEMS, INC.

By: \_\_\_\_\_  
Paul Fraleigh  
President

**ARTICLES OF MERGER  
OF  
FIRE ALARM SERVICE CORPORATION  
(a Florida corporation)  
AND  
ARMORGROUP INTEGRATED SYSTEMS, INC.  
(a Delaware corporation)**

To the Department of State  
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Fire Alarm Service Corporation, a Florida corporation, with and into ArmorGroup Integrated Systems, Inc., a Delaware corporation.

2. The shareholders of Fire Alarm Service Corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on March 7, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

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Executed on March 7, 2000.

FIRE ALARM SERVICE CORPORATION

By: \_\_\_\_\_  
Nicholas B. Winiewicz  
President

ARMORGROUP INTEGRATED SYSTEMS, INC.

By: \_\_\_\_\_  
Paul Fraleigh  
President

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter called the "Agreement"), dated as of March 7, 2000, is between Fire Alarm Service Corporation, a Florida corporation ("FAS"), and ArmorGroup Integrated Systems, Inc., a Delaware corporation ("Company").

WHEREAS, on the date hereof FAS is a corporation duly organized and existing under the laws of the State of Florida, having authorized capital stock of 7,500 shares of common stock, \$1.00 par value per share;

WHEREAS, Company is a corporation duly organized and existing under the laws of the State of Delaware, currently having an authorized capital stock of 1,500 shares of common stock, \$.001 par value per share;

WHEREAS, there are 7,500 shares of FAS common stock issued and outstanding which are owned by Armor Holdings, Inc., a Delaware corporation ("Armor"), and such shares constitute all of the issued and outstanding capital stock of FAS;

WHEREAS, there are 100 shares of Company common stock issued and outstanding which are owned by Armor, and such shares constitute all of the issued and outstanding capital stock of Company;

WHEREAS, the respective boards of directors of FAS and Company have determined it advisable and in the best interests of each such corporation that FAS merge with and into Company as authorized by the statutes of the states of Florida and Delaware and upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the Board of Directors of FAS has approved this Agreement and Armor has approved this Agreement in its capacity as the sole stockholder of FAS; and

WHEREAS, the Board of Directors of Company has approved this Agreement and Armor has approved this Agreement in its capacity as the sole stockholder of Company;

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, FAS and Company hereby agree as follows:

1. FAS and Company, shall, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, ArmorGroup Integrated Systems, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of FAS, which is sometimes hereinafter referred to as the

"terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger (listed below) shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

NAME AND ADDRESS

TITLE

Jonathan M. Spiller  
1400 Marsh Landing Parkway, Suite 112  
Jacksonville, Florida 32250

Director

Robert R. Schiller  
1400 Marsh Landing Parkway, Suite 112  
Jacksonville, Florida 32250

Director

Nicholas B. Winiewicz  
1400 Marsh Landing Parkway, Suite 112  
Jacksonville, Florida 32250

Director and Secretary

Paul Fraleigh  
6089 Johns Road  
Tampa, FL 33634

President

Ronald Berger  
6089 Johns Road  
Tampa, FL 33634

Vice President and Treasurer

5. Each issued and outstanding share of the terminating corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, cease

to be outstanding and shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Board of Directors of Fire Alarm Service Corporation approved the Plan of Merger by resolution on March 7, 2000 in the manner prescribed by the provisions of the Florida Business Corporation Act. The Board of Directors of ArmorGroup Integrated Systems, Inc. approved the Plan of Merger by resolution on March 7, 2000 in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.


7. The sole stockholder of Fire Alarm Service Corporation approved the Plan of Merger by resolution on March 7, 2000 in the manner prescribed by the provisions of the Florida Business Corporation Act. The sole stockholder of ArmorGroup Integrated Systems, Inc. approved the Plan of Merger by resolution on March 7, 2000 in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

8. The terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and the Board of Directors and the proper officers 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 Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, FAS and Company have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

FIRE ALARM SERVICE CORPORATION

By:   
Nicholas B. Winiewicz  
President

ARMORGROUP INTEGRATED SYSTEMS, INC.

By: \_\_\_\_\_  
Paul Fraleigh  
President




IN WITNESS WHEREOF, FAS and Company have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

FIRE ALARM SERVICE CORPORATION

By: \_\_\_\_\_  
Nicholas B. Winiewicz  
President

ARMORGROUP INTEGRATED SYSTEMS, INC.

By:  \_\_\_\_\_  
Paul Fraleigh  
President