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## MERGER OR SHARE EXCHANGE

Devcon Security Services Corp.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
GUARDIAN INTERNATIONAL, INC.  
WITH AND INTO  
DEVCON SECURITY SERVICES CORP.**

~~EXPIRATION DATE~~  
\* 9/30/06 \*

The following Articles of Merger have been duly adopted and are submitted in accordance with Section 252 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act:

**First:** The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Devcon Security Services Corp.	Delaware

**Second:** The name and jurisdiction of the merging corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Guardian International, Inc.	Florida

**Third:** On the Effective Date (as defined below), Merging Corporation shall be merged with and into Surviving Corporation and the separate existence of Merging Corporation shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

**Fourth:** The Merger shall become effective ("Effective Date") on September 30, 2006.

**Fifth:** The articles of incorporation and bylaws of Devcon Security Services Corp., shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as of the Effective Date of the Merger.

**Sixth:** The Board of Directors and Officers of Devcon Security Services Corp., shall be the Board of Directors and Officers of the Surviving Corporation as of the Effective Date of the Merger.

**Seventh:** In accordance with applicable Florida law, the Merger was approved by the Board of Directors and sole Shareholder of Merging Corporation by Joint Unanimous Written Consent dated September 27<sup>th</sup> 2006.

**Eighth:** In accordance with applicable Delaware law, the Merger was approved by the joint unanimous written consent of the Board of Directors of Surviving

Corporation and the sole Shareholder of the Surviving Corporation as of September 17, 2006.

Ninth: The Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Act.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of September 17, 2006.

GUARDIAN INTERNATIONAL, INC.

By:   
Stephen J. Ruzicka, President

DEVCON SECURITY SERVICES CORP.

By:   
Stephen J. Ruzicka, President

**EXHIBIT A**  
**PLAN OF MERGER**  
**BETWEEN**  
**GUARDIAN INTERNATIONAL, INC.**  
**AND**  
**DEVCON SECURITY SERVICES CORP.**

This Plan of Merger is entered into by and among Guardian International, Inc., a Florida corporation, and Devcon Security Services Corp., a Delaware corporation, for the purpose of merging, at the Effective Time (as defined below), Guardian International, Inc. with and into Devcon Security Services Corp. in accordance with the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is Devcon Security Services Corp., a Delaware corporation (the "Surviving Corporation"). The name and jurisdiction of the merging corporation is Guardian International, Inc., a Florida corporation (the "Merging Corporation", and together with the Surviving Corporation, the "Corporations").

2. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

(a) At the Effective Time (as defined below), Merging Corporation will be merged with and into Surviving Corporation, the separate corporate existence of Merging Corporation shall cease and Surviving Corporation shall continue as the surviving corporation.

(b) The Merger shall have the effect set forth in Section 607.1106 of the Florida Business Corporation Act and Section 259 of the Delaware General Corporation Law.

3. **Effective Time.** The Merger shall become effective ("Effective Time") on September 30, 2006.

4. **Effect of Merger on Shares of Capital Stock.** At the Effective Time, all shares of all classes of the Merging Corporation's capital stock will be contributed to the capital of the Surviving Corporation and thereafter cancelled.

5. **Articles of Incorporation of Surviving Corporation.** The articles of incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of Surviving Corporation from and after the Effective Time until thereafter changed or amended.

6. **Bylaws of Surviving Corporation.** The bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall continue to be the Bylaws of Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein.

7. Directors and Officers of Surviving Corporation. The directors and officers of Surviving Corporation immediately after the Effective Time shall be the Officers and directors of the Surviving Corporation and shall serve until their respective successors are duly elected or appointed and qualified or their respective resignation or removal.

8. Approval. The Merger has previously been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Act. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger.

9. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

10. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Delaware. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise.

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of September 27, 2006.

GUARDIAN INTERNATIONAL, INC.

By: \_\_\_\_\_

Stephen J. Kuzika, President

DEVCON SECURITY SERVICES CORP.

By: \_\_\_\_\_

Stephen J. Kuzika, President