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F95000003856

C T CORPORATION SYSTEM

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CORPORATION(S) NAME

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Cable GP, Inc.

merging into:

West Boca Security, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Amendment
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call When Ready
☒ Walk In
☐ Mail Out
☒ Merge
☐ Other
☐ Change of R.A.
☐ Fictitious Name
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☒ Pick Up
☐ Will Wait

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00 SEP 29 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CABLE GP, INC., a Florida corporation, P95000012820

INTO

WEST BOCA SECURITY, INC., a Delaware entity, F95000003856

File date: September 29, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

CABLE GP, INC.,
a Florida corporation

with and into

WEST BOCA SECURITY, INC.,
a Delaware corporation

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00 SEP 29 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. Cable GP, Inc., a Florida corporation, ("**Cable GP**"), shall be merged with and into West Boca Security, Inc., a Delaware corporation ("**West Boca**"), which shall be the surviving corporation in the merger.
2. The Plan of Merger dated September 27, 2000 (the "**Plan of Merger**") was approved (i) by the Board of Directors and the Shareholders of Cable GP in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by the Board of Directors of West Boca in accordance with the applicable provisions of the Delaware General Corporation Law. The Plan of Merger is attached to these Articles of Merger as Attachment A.
3. The merger shall be effective as of the date and time of the filing of the Certificate of Merger of Cable GP, Inc. with and into West Boca Security, Inc. with the Delaware Secretary of State.
4. This merger is permitted by the Delaware General Corporation Law.
5. Pursuant to Section 607.1104 of the Florida Business Corporation Act, approval of this merger by the shareholders of West Boca is not required.
6. The address of the principal office of West Boca is 919 North Market Street, Wilmington, Delaware 19801.
7. The Certificate of Incorporation and the Bylaws of West Boca will not differ as a result of the merger.
8. The sole shareholder has waived both the requirement that the Articles of Incorporation be delivered to it, and the waiting period related thereto.

9. West Boca is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations of the rights of dissenting shareholders of Cable GP.

10. West Boca has agreed to pay promptly to the dissenting shareholders of Cable GP the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Cable GP, Inc. and West Boca Security, Inc. as of the 27th day of September, 2000.

CABLE GP, INC., a Florida corporation

By: _____
Name: Dennis P. Coyle
Title: President

WEST BOCA SECURITY, INC., a Delaware corporation

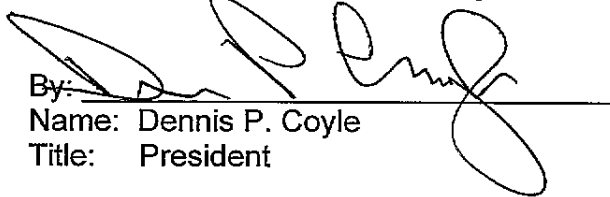
By: Barbara M. Morris
Name: Barbara M. Morris
Title: President

9. West Boca is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations of the rights of dissenting shareholders of Cable GP.

10. West Boca has agreed to pay promptly to the dissenting shareholders of Cable GP the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Cable GP, Inc. and West Boca Security, Inc. as of the 27th day of September, 2000.

CABLE GP, INC., a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President

WEST BOCA SECURITY, INC., a Delaware corporation

By: _____
Name: Barbara M. Morris
Title: President

PLAN OF MERGER

of

CABLE GP, INC.
a Florida Corporation

with and into

WEST BOCA SECURITY, INC.,
a Delaware Corporation

This Plan of Merger (this "**Plan**") is dated as September 27, 2000 between Cable GP, Inc., a Florida corporation ("**Cable GP**") and West Boca Security, Inc., a Delaware corporation ("**West Boca**").

Recitals

1. West Boca is a wholly-owned subsidiary of Cable GP.
2. Cable GP is a wholly-owned subsidiary of Telesat Cablevision of South Florida, Inc. ("**Telesat SF**").
3. Section 607.1104 of the Florida Business Corporation Act (the "**Florida Act**") and Chapter 253 of the Delaware General Corporation Law (the "**Delaware Act**"), the Articles of Incorporation and Bylaws of Cable GP, and the Certificate of Incorporation and the Bylaws of West Boca permit the merger of Cable GP with and into West Boca (the "**Merger**"), which shall be the surviving entity in the Merger.
4. The Board of Directors of Cable GP has determined that it is advisable and to the advantage and welfare of Cable GP that the Merger be consummated on the terms set forth in this Plan.
5. The Plan was approved by and adopted by (i) the sole shareholder of Cable GP on September 27, 2000, (ii) the Board of Directors of Cable GP on September 27, 2000, and (iii) the Board of Directors of West Boca on September 27, 2000.
6. Cable GP and West Boca intend that the Merger constitute a merger described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "**Code**").

Plan

1. Management after the Merger. On the Effective Date (as defined below), West Boca, as the surviving entity, shall be managed by the Board of Directors of West Boca, whose address is 919 North Market Street, Wilmington, Delaware 19801.

2. Existence of the Surviving Company. Upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "**Effective Date**"), Cable GP shall be merged with and into West Boca, and West Boca shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights, and immunities of West Boca shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights, and immunities of Cable GP shall be merged with and into West Boca, and the separate existence of Cable GP, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger.

3. Conversion of Interests. The manner and basis of converting the interest of each of Cable GP and West Boca shall be as follows:

(a) all right, title, and interest in the stock of Cable GP (the "**Cable GP Interests**") that are issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the immediately prior holders of the Cable GP Interests shall cease to have any rights with respect to the Cable GP Interests;

(c) the immediately prior holders of the Cable GP Interests will acquire, pro rata, all right, title, and interest in the stock of West Boca previously held by Cable GP.

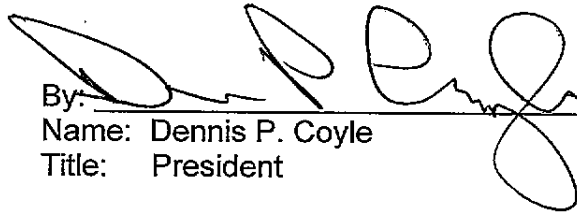
4. Payment to Dissenting Shareholders. West Boca agrees to pay promptly to the dissenting shareholders of Cable GP the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

5. Certificate of Incorporation; Bylaws. The Certificate of Incorporation and Bylaws of West Boca will not change as a result of this Merger. Such Certificate of Incorporation and Bylaws shall govern the surviving corporation.

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IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above and effective as provided herein.

CABLE GP, INC., a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President

WEST BOCA SECURITY, INC., a Delaware corporation

By: _____
Name: Barbara M. Morris
Title: President

IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above and effective as provided herein.

CABLE GP, INC., a Florida corporation

By: _____
Name: Dennis P. Coyle
Title: President

WEST BOCA SECURITY, INC., a Delaware corporation

By: Barbara M. Morris
Name: Barbara M. Morris
Title: President