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F95000003856

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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CORPORATION(S) NAME

Merger

Cable LP I, Inc.

Cable LP II, Inc.

*Cable LP (Pasco), Inc. merging into
West Boca Security, Inc.*

FILED
00 SEP 29 PM 4:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	<i>10/2/00</i>
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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

CABLE LP I, INC., a Florida corporation K3141 6
CABLE LP II, INC., a Florida corporation P92000009670
CABLE LP (PASCO), INC., a Florida corporation K31422
,

INTO

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

File date: September 29, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

of

CABLE LP I, INC.,
a Florida corporation,
CABLE LP II, INC.,
a Florida corporation, and
CABLE LP (PASCO), INC.,
a Florida corporation

with and into

WEST BOCA SECURITY, INC.,
a Delaware corporation

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

1. Cable LP I, Inc., a Florida corporation, Cable LP II, Inc., a Florida corporation, and Cable LP (Pasco), Inc., a Florida corporation, (collectively, the "**Cable LP Entities**"), 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 Boards of Directors and the Shareholders of the Cable LP Entities 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 LP I, Inc., Cable LP II, Inc., and Cable LP (Pasco), 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.

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TALLAHASSEE, FLORIDA

7. The Certificate of Incorporation and the Bylaws of West Boca will not differ as a result of this Merger.

8. The Shareholders of the Cable LP Entities have waived the requirement that the Articles of Merger be delivered to such shareholders, and the waiting period related thereto, has been waived.

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 the Cable LP Entities.

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

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Cable LP I, Inc., Cable LP II, Inc., Cable LP (Pasco), Inc. and West Boca Security, Inc. as of the 21st day of September, 2000.

WEST BOCA SECURITY, INC, a Delaware corporation

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

CABLE LP I, INC., a Florida corporation

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

CABLE LP II, INC., a Florida corporation

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

CABLE LP (PASCO), INC., a Florida corporation

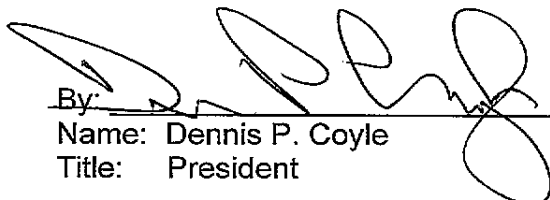
By: _____
Name: Dennis P. Coyle
Title: President

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

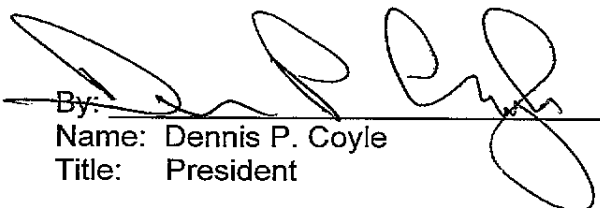
WEST BOCA SECURITY, INC, a Delaware corporation

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

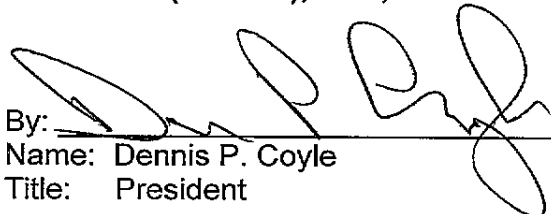
CABLE LP I, INC., a Florida corporation

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

CABLE LP II, INC., a Florida corporation

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

CABLE LP (PASCO), INC., a Florida corporation

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

PLAN OF MERGER

of

**CABLE LP I, INC.,
a Florida corporation,
CABLE LP II, INC.,
a Florida corporation, and
CABLE LP (PASCO), INC.,
a Florida corporation**

with and into

**WEST BOCA SECURITY, INC.,
a Delaware Corporation**

This Plan of Merger (this "**Plan**") is dated as of September 27, 2000 between Cable LP I, Inc., a Florida corporation, Cable LP II, Inc., a Florida corporation, and Cable LP (Pasco), Inc., a Florida corporation (collectively, the "**Cable LP Entities**") and West Boca Security, Inc. a Delaware corporation ("**West Boca**").

Recitals

1. The Cable LP Entities are sister corporations with West Boca, each of which is a wholly-owned subsidiary of Telesat Cablevision of South Florida, Inc.
2. 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 the Cable LP Entities, and the Certificate of Incorporation and the Bylaws of West Boca permit the merger of the Cable LP Entities with and into West Boca (the "**Merger**"), which shall be the surviving entity in the Merger.
3. The Board of Directors of the Cable LP Entities and West Boca have determined that it is advisable and to the advantage and welfare of the Cable LP Entities that the Merger be consummated on the terms set forth in this Plan.
4. The Plan was approved by and adopted by (i) the Board of Directors of West Boca on September 27, 2000; (ii) the Board of Directors of each of the Cable LP Entities on September 27, 2000; and (iii) each of the sole shareholders of each of the Cable LP Entities on September 27, 2000.

5. The Cable LP Entities 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"), the Cable LP Entities 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 the Cable LP Entities shall be merged with and into West Boca, and the separate existence of the Cable LP Entities, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger.

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

(a) all right, title, and interest in the stock of the Cable LP Entities (the "**Cable LP Entities Interests**") that are 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 LP Entities Interests shall cease to have any rights with respect to the Cable LP Entities Interests; and

(c) the right, title and interest in the stock of West Boca issued and outstanding before the Effective Date of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

4. **Payment to Dissenting Shareholders.** West Boca agrees to pay promptly to the dissenting shareholders of Cable LP Entities 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 the Bylaws of West Boca will not change as a result of this Merger. Such Certificate of Incorporation and Bylaws shall govern the surviving corporation.

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

WEST BOCA SECURITY, INC, a Delaware corporation

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

CABLE LP I, INC., a Florida corporation

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

CABLE LP II, INC., a Florida corporation

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

CABLE LP (PASCO), INC., a Florida corporation

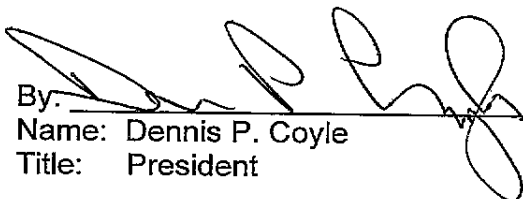
By: _____
Name: Dennis P. Coyle
Title: President

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

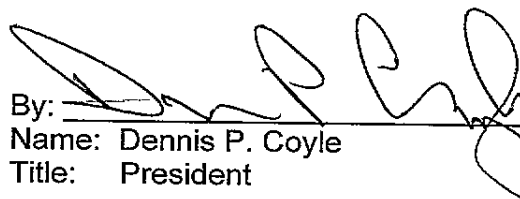
WEST BOCA SECURITY, INC, a Delaware corporation

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

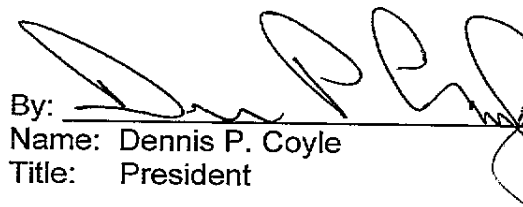
CABLE LP I, INC., a Florida corporation

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

CABLE LP II, INC., a Florida corporation

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

CABLE LP (PASCO), INC., a Florida corporation

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