

F96000003842

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hayes Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip) (Phone #)

OFFICE USE ONLY

2000019018012
-07/30/96--01096--003
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Everest Security Systems Corp.
(Corporation Name) 100-123456789 (Document #)

2. _____

3. *Perception (Value)* *Development* *Value*

(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait Photocopy

Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
JUL 30 AM 1:33
96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JUL 30 AM 10 45
DIVISION OF COMPENSATION

Mr's Initials

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: EVEREST SECURITY SYSTEMS CORP.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rachel Lerner

(Name of Person)
Law Office of Steven A. Sanders, P.C.

(Firm/Company)
50 Broad Street, Suite 437

(Address)
New York, New York 10004

(City, State and Zip Code)

96 JUL 30 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Should you need to call someone concerning this matter, please call:

Rachel Lerner at (212) 344-0500
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Everest Security Systems Corp.

1. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

2. (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)
October 30, 1986 Perpetual

4. (Date of Incorporation) 5. (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

823 NW 57th Street

7. Fort Lauderdale, Florida 33309

(Current mailing address)

8. To provide installation and maintenance contracts to developers,
builders and operating companies in the cable television and
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida):
burglar alarm industry.

9. Name and street address of Florida registered agent:

Name: United Corporate Services, Inc.

Office Address: 801 Northeast 167th Street, Suite 300

North Miami Beach

, Florida ,

96 JUL 30 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLA.
33462
FLA
DA
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

Key R. Barr - President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

JUL-16-1996 12102

INDUSTRIES GROUP

UNITED INDUSTRIES GROUP/United Corporate Services Inc.

P.01/01

PAUE 8/8

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Lester Colodny
Address: 2500 N. Military Trail, Suite 175
Boca Raton, Florida 33431
DIRECTOR: Steven A. Sanders
Address: 50 Broad Street, Suite 437
Address: New York, New York 10004
Director: Frank Bauer
Address: 4090 122 Drive North
Address: Royal Palm Beach, Florida
Director: Karl Galbard
Address: 4001 South Ocean Drive
Address: Hollywood, Florida 33019

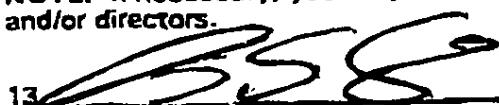
B. OFFICERS

President: Lester Colodny
Address: 2500 N. Military Trail, Suite 175
Boca Raton, Florida 33431
Vice President: _____
Address: _____
Secretary: Robert W. Knight
Address: 34A-2755 Lougheed HWY, Suite 522
Port Coquitlam, B.C. V3B 5Y9 Canada
Treasurer: Robert W. Knight
Address: Same as above

96 JUL 30 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FBI

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

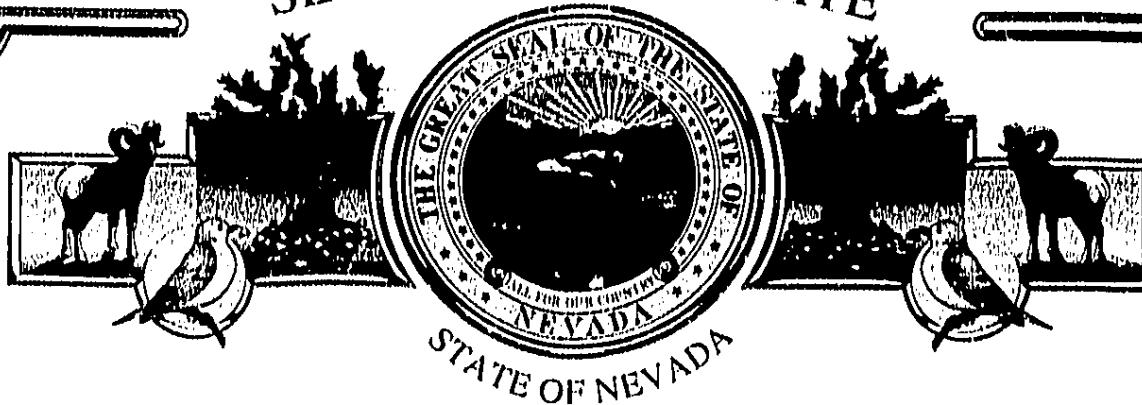
Robert W. Knight

07/16/96 TUE 11:54 (TX/RX NO 9694)

TOTAL P.01

07/16/96 TUE 14:57 (TX/RX NO 9702)

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **EVEREST SECURITY SYSTEMS CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 30, 1986, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, ¹⁰⁶ Carson City, Nevada, on July 16, 1996.

The signature of Dean Heller, Secretary of State.

Secretary of State

By The signature of Susan M. C. Clements, Certification Clerk.

Certification Clerk

16 JUL 30 AM 11:33
RECEIVED
SECRETARY OF STATE
AHASSEE, FLORIDA
FILED



F96 000003842
NAVON, KOPELMAN & O'DONNELL, P.A.

ATTORNEYS AT LAW

ATTORNEYS AT LAW

2699 STIRLING ROAD • SUITE 8-303
FORT LAUDERDALE, FLORIDA 33312
TELEPHONE (305) 962-2708
FACSIMILE (305) 983-2021

301 YAMATO ROAD • SUITE 4120
BOCA RATON, FLORIDA 33431
TELEPHONE (305) 994-6449
FACSIMILE (305) 994-6427

JOEL D. KOPPELMAN
SAMUEL D. NAVON
GARRY W. O'DONNELL
DAVID KAHAN

**RIPPLY TOWNSHIP
FORT LAUDERDALE**

August 28, 1996

Via Federal Express
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

6000019957415
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Attn: Amendments Section

Re: Guardian International, Inc.
Our File No. 290.012

Dear Sir or Madam:

Enclosed please find an original and one photocopy of the Articles of Merger Merging
Guardian International, Inc., a Florida corporation into Everest Security Systems Corporation, a
Nevada corporation, for filing with the Secretary of State, together with a check in the amount of
\$122.50, representing the fee for filing and obtaining a certified copy of such Articles. Also
enclosed please find a self-addressed stamped envelope for your use in returning the certified copy
to the undersigned.

If you have any questions regarding the enclosure or this request, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Very truly yours,

NAVON, KOPELMAN & O'DONNELL RA

D. M. C.

David Kahan

Enclosures

davidMellers 96\secstate\ct1

FRN SEP 25 1996

95 SEP 25 AM 8:44

NAVON, KOPELMAN & O'DONNELL, P.A.

ATTORNEYS AT LAW

2699 STIRLING ROAD • SUITE B-103 101 YAMATO ROAD • SUITE 4120
FORT LAUDERDALE, FLORIDA 33312 BOCA RATON, FLORIDA 33431
TELEPHONE (305) 962-2788 TELEPHONE (561) 994-6449
FACSIMILE (305) 983-2021 FACSIMILE (561) 994-6427

JOEL D. KOPELMAN
SAMUEL D. NAVON
GARRY W. O'DONNELL
DAVID KAHAN

REPLY TO:
FORT LAUDERDALE

September 19, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attn: Thelma Lewis, Corporate Specialist Supervisor

Re: Everest Security Systems Corp.
Your Ref. No. 496000003842
Our File No. 290.012

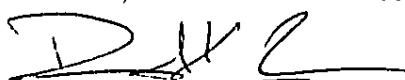
Dear Ms. Lewis:

In connection with the Articles of Merger we attempted to file with the Secretary of State's Office, and your letter to me of September 12, 1996, enclosed please find all of the documentation requested in your letter.

Thank you for your attention to this matter.

Very truly yours,

NAVON, KOPELMAN & O'DONNELL, P.A.



David Kahan

DK/mgo
Enclosures
sdn:letters.96@secstate.fl5



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

September 12, 1996

DAVID KAHAN, ESQ.
NAVON, KOPELMAN & O'DONNELL, P.A.
2699 STIRLING ROAD, SUITE B-303
FORT LAUDERDALE, FL 33312

SUBJECT: EVEREST SECURITY SYSTEMS CORP.
Ref. Number: F96000003842

We have received your document for EVEREST SECURITY SYSTEMS CORP, and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change [REDACTED].

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 496A00042407

RECEIVED
RECORDED
55 SEP 24 AM 04
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

GUARDIAN INTERNATIONAL, INC., a Florida corporation, V24059

INTO

**EVEREST SECURITY SYSTEMS CORP. which changed its name to
GUARDIAN INTERNATIONAL, INC., a Nevada corporation, F96000003842**

File date: September 25, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER MERGING
GUARDIAN INTERNATIONAL, INC.,
A FLORIDA CORPORATION
INTO EVEREST SECURITY SYSTEMS CORPORATION,
A NEVADA CORPORATION

The undersigned Everest Security Systems Corporation, a Nevada corporation ("Surviving Corporation") hereby executes these Articles of Merger pursuant to Florida law, including Section 607.1105, Florida Statutes, and states as follows:

1. The Plan of Merger ("Plan of Merger") annexed hereto as Exhibit "A" regarding the Agreement and Plan of Merger dated August 15, 1996, merging Guardian International, Inc., a Florida corporation ("Merging Corporation") into Surviving Corporation, was adopted and approved by unanimous written consent of all the members of the Board of Directors and all the shareholders of Surviving Corporation as of July 5, 1996 and all the Board of Directors and all the shareholders of Merging Corporation effective as of August 15, 1996, in accordance with the laws of the State of Florida, including Sections 607.1101 and 607.1103, Florida Statutes.

2. The merger contemplated by the Plan of Merger shall be effective as of August 15, 1996.

Dated: August 15, 1996.

EVEREST SECURITY SYSTEMS
CORPORATION, a Nevada corporation

By:  Robert Knight, President
Robert Knight, President

GUARDIAN INTERNATIONAL, INC., a
Florida corporation

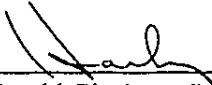
By:  Harold Ginsburg, President
Harold Ginsburg, President

Exhibit "A"

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into as of the 15th day of August, 1996, by and among **GUARDIAN INTERNATIONAL, INC.**, a Florida corporation ("Guardian"), and **EVEREST SECURITY SYSTEMS CORPORATION**, a Nevada corporation ("Everest"). Guardian and Everest are sometimes referred to herein as "Constituent Corporations".

WITNESSETH:

WHEREAS, simultaneously herewith, the Shareholders and Constituent Corporations have executed and delivered that certain Agreement and Plan of Merger ("Agreement");

WHEREAS, the Constituent Corporations desire to merge Guardian with and into Everest upon the terms and conditions set forth in the Agreement and hereinafter set forth ("Merger");

NOW, THEREFORE, in consideration of the mutual promises herein exchanged, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and are hereby incorporated herein by this reference.

2. **Merger.** Guardian shall be merged with and into Everest, and Everest shall be the surviving corporation, effective on August 15, 1996 ("Effective Date").

3. **Name.** The name of Everest, as the surviving corporation, shall be changed to "Guardian International, Inc., a Nevada corporation".

4. **Assets, Liabilities.** On the Effective Date, the separate corporate existence of Guardian shall cease and Everest shall succeed to the assets and liabilities of Guardian in the manner and as more fully set forth in the Agreement.

5. **Conversion of Securities.** It is intended that following the Merger the Guardian shareholders will collectively own fifty percent (50%) of the issued and outstanding shares of the capital stock of Everest in the same respective amounts as they currently own such stock. To accomplish the foregoing, upon the Effective Date all of the outstanding certificates representing the shares of the capital stock of Guardian shall be deemed to have been surrendered to Everest for cancellation, and the corresponding capital stock of Everest shall be issued in exchange therefore.

6. **Articles of Incorporation and Bylaws.** From and after the Effective Date, the Articles of Incorporation and Bylaws of Everest as in effect on the Effective Date shall continue to be the Articles of Incorporation and Bylaws of Everest without change or amendment until further amendment in accordance with the provisions thereof and applicable laws are made.

7. **Directors.** The directors of Guardian immediately preceding the Effective Date shall continue to be the directors of Everest on and after the Effective Date, to serve until the expiration of their terms and until their successors are elected and qualified.

8. **Officers.** The officers of Everest on the Effective Date, to serve at the pleasure of the Board of Directors of Everest, shall be as follows:

President	-	Richard Ginsburg
Vice-President	-	Rhonda Ginsburg
Secretary	-	Sheilah Ginsburg
Treasurer	-	Sheilah Ginsburg

IN WITNESS WHEREOF, the parties have duly executed this Plan as of the date first written above.

Signed, sealed and delivered
in the presence of:

GUARDIAN INTERNATIONAL, INC., a
Florida corporation

By: _____
Harold Ginsburg, President

**EVEREST SECURITY SYSTEMS
CORPORATION**, a Nevada corporation

By: _____
Robert Knight, President

081396.1

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. EVEREST SECURITY SYSTEMS CORP.

Name of corporation as it appears on the records of the Department of State.

2. NEVADA

Incorporated under laws of

3. JULY 30, 1996

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? AUGUST 30, 1996

5. GUARDIAN INTERNATIONAL, INC.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

9/19/96
Date

RICHARD GINSBURG

Typed or printed name

PRESIDENT

Title