

# F96000003842

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

(Requestor's Name)  
1406 Hays Street, Suite 2  
(Address)  
Tallahassee, FL 32301 (904) 656-3992  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

200001908012  
-07/30/96--01098--003  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. Everest Security Systems Corp  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

Examiner's Initials

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

9/7/30  
RECEIVED  
96 JUL 30 AM 10:45  
DIVISION OF CORPORATION

**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)

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

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 TRANSACTION BUSINESS IN FLORIDA

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

1. Evorest Security Systems Corp.  
(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  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. October 30, 1986  
(Date of Incorporation)
5. Perpetual  
(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.)
7. 823 NW 57th Street  
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 burglar alarm industry.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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, 33162  
(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)

*Ray A. 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.

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  
New York, New York 10004  
Director: Frank Bauer  
Address: 4090 122 Drive North  
Royal Palm Beach, Florida  
Director: Karl Gelbard  
Address: 4001 South Ocean Drive  
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 Longhead HWY, Suite 522  
Port Coquitlam, B.C. V3B 5Y9 Canada  
Treasurer: Robert W. Knight  
Address: Same as above

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

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)

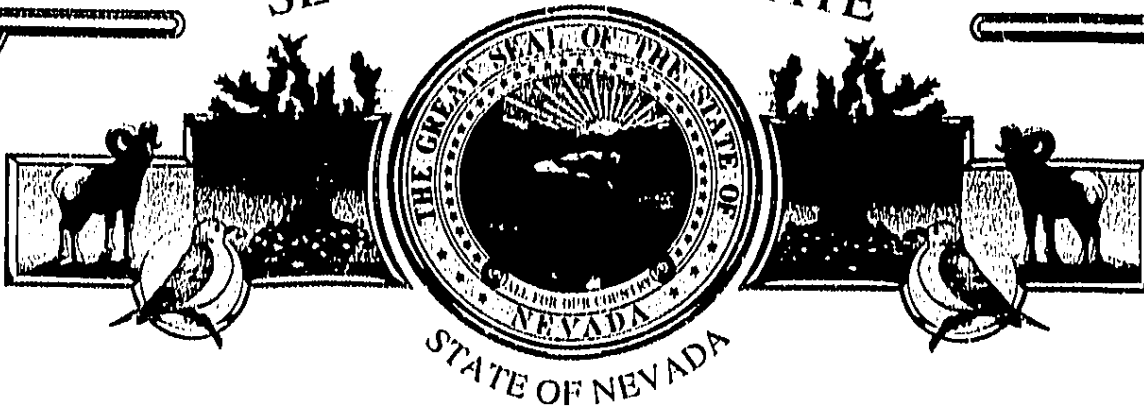
Robert W. Knight

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,  
Carson City, Nevada, on July 16, 1996.



*Dean Heller*

Secretary of State

By *James M. McPherson*  
Certification Clerk

FILED  
95 JUL 30 AM 11:33  
TREASURER OF STATE  
TALLAHASSEE, FLORIDA

**F96 000003842**

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

ATTORNEYS AT LAW

2699 STIRLING ROAD • SUITE 11-303  
FORT LAUDERDALE, FLORIDA 33312  
TELEPHONE (954) 967-2700  
FACSIMILE (954) 983-7021

301 YAMATO ROAD • SUITE 4120  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 994-6449  
FACSIMILE (561) 994-6472

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

Reply To:  
FORT LAUDERDALE

August 28, 1996

Via Federal Express

Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

Attn: Amendments Section

600001935746  
-08/29/96--01054--018  
\*\*\*\*122.50 \*\*\*\*122.50

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, P.A.



David Kahan

Enclosures

david\letters.96\secstate.crl

RECEIVED  
DIVISION OF CORPORATIONS  
SEP 25 8:44 AM '96

*meysa*

FALL SEP 25 1996

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

ATTORNEYS AT LAW

2699 STIRLING ROAD • SUITE B-103  
FORT LAUDERDALE, FLORIDA 33312  
TELEPHONE (954) 967-2788  
FACSIMILE (954) 963-7021

101 YAMATO ROAD • SUITE 4120  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 994-6449  
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

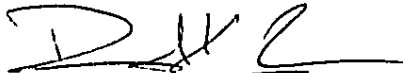
Dear Ms. Lewis:

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.cr5



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
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 ~~XXXXXXXXXX~~.

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  
26 SEP 24 AM 8:04  
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**

62 SEP 25 1996  
FBI - MIAMI


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:  *President*  
Robert Knight, President

**GUARDIAN INTERNATIONAL, INC.**, a  
Florida corporation


By:   
Harold Ginsburg, President

Exhibit "A"

## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into as of the 15<sup>th</sup> 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

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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

**New Duration**

## New Jurisdiction

PRESIDENT  
Title