

F97000000676



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 775880 4344517

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pysit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 10 PM 2:53

FILED

ORDER DATE : April 9, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 775880-005

CUSTOMER NO: 4344517

CUSTOMER: Eleanor Thompson, Legal Asst
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

100002485131--2

ARTICLES OF MERGER

INSECONTROL, INC.

INTO

RADAR EXTERMINATING COMPANY,
INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

AJH

DIVISION OF CORPORATION

98 APR 10 PM 12:08

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

Insecontrol, Inc., a Florida corporation 652164

into

RADAR EXTERMINATING COMPANY, INCORPORATED, a Georgia
corporation F97000000676

File date: April 10, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

FILED
98 APR 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
INSECONTROL, INC.
INTO
RADAR EXTERMINATING COMPANY, INCORPORATED

The undersigned, Stephen M. Weinberg and Lila C. Marsh, being the Chairman of the Board and Chief Executive Officer and the General Counsel and Assistant Secretary, respectively, of Radar Exterminating Company, Incorporated, a corporation organized and existing under the laws of the State of Georgia, in accordance with the requirements of Section 14-2-1405 (b) of the Georgia Business Corporation Code and Section 607.1105(1) of the Florida 1989 Business Corporation Act, and being authorized and directed by the Board of Directors so to do, do hereby certify that:

(1) The name of the surviving corporation is RADAR EXTERMINATING COMPANY, INCORPORATED, and the state under the laws in which it is incorporated is Georgia ("Surviving Corporation"), the laws of which permit this merger. The name of the corporation being merged into Surviving Corporation is INSECONTROL, INC., and the state under the laws in which it is incorporated is Florida ("Merged Corporation").

(2) The Articles of Incorporation of Surviving Corporation shall not be amended as a result of this merger.

(3) A copy of the executed Plan of Merger ("Plan of Merger") is attached hereto as Exhibit I.

(4) The Plan of Merger was duly approved by the sole shareholder of Merged Corporation by Written Consent dated as of March 26, 1998.

(5) Pursuant to Section 14-2-1103 of the Georgia Business Corporation Code, the sole shareholder of Surviving Corporation is not required to approve the Plan of Merger.

(6) The Plan of Merger was duly adopted by the Board of Directors of each corporation that is a party to this merger by Unanimous Written Consent dated as of March 26, 1998.

(7) Surviving Corporation hereby undertakes that a request for publication of a notice of filing the certificate of merger, and payment therefor, will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

(8) This merger shall take effect as of the 31st day of March, 1998.

IN WITNESS WHEREOF, Surviving Corporation has caused these Articles of Merger to be executed by Stephen M. Weinberg, its Chairman of the Board and Chief Executive Officer, and Lila C. Marsh, its General Counsel and Assistant Secretary, this 27th day of March, 1998.

SURVIVING CORPORATION:

RADAR EXTERMINATING COMPANY,
INCORPORATED
a Georgia corporation

By: Stephen M. Weinberg
Stephen M. Weinberg
Chairman of the Board and Chief Executive Officer

By: Lila C. Marsh
Lila C. Marsh
General Counsel and Assistant Secretary

[SEAL]

EXHIBIT I

PLAN OF MERGER
OF
INSECONTROL, INC.
INTO
RADAR EXTERMINATING COMPANY, INCORPORATED

WHEREAS, this Plan of Merger (herein called the "Plan") is intended to accomplish the merger of Insecontrol, Inc., a Florida corporation (herein called "Merged Corporation"), with and into Radar Exterminating Company, Incorporated, a Georgia corporation, which shall be the surviving corporation (herein called "Surviving Corporation"), as authorized by the statutes of the State of Georgia and the State of Florida; and

WHEREAS, the Board of Directors of each said corporation does deem it advisable and in the best interest of the corporations and their respective sole shareholders that Merged Corporation should be merged with and into Surviving Corporation; and

WHEREAS, Surviving Corporation is a Georgia corporation authorized to issue One Hundred Thousand (100,000) shares without par value, of which Fifteen Thousand (15,000) shares have been issued and are outstanding; and

WHEREAS, Merged Corporation is a Florida corporation authorized to issue One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, of which One Hundred (100) shares have been issued and are outstanding; and

WHEREAS, the registered office of Surviving Corporation, in the state under the laws in which it is incorporated, is Corporation Service Company, 100 Peachtree Street, Atlanta, Georgia 30303; and the registered office of Merged Corporation, in the state under the laws in which it is incorporated, is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301;

NOW, THEREFORE, BE IT RESOLVED that Merged Corporation shall be merged with and into Surviving Corporation on the following terms and conditions:

1. The Board of Directors of Merged Corporation recommends that the sole shareholder of the Merged Corporation, Enhanced Safety Systems, Inc., a Nevada corporation ("ESI"), adopt and approve this Plan; and
2. The sole shareholder of Merged Corporation, ESI, shall adopt a resolution adopting and approving this Plan; and
3. Pursuant to Section 14-2-1103 of the Georgia Business Corporation Code, the sole shareholder of Surviving Corporation, ESI, shall not be required to adopt a resolution adopting and approving the Plan; and
4. This Plan shall become effective only upon the approval and adoption thereof by ESI, as the sole shareholder of Merged Corporation; and

5. The effective date of this Plan shall be March 31, 1998. From and after the effective date and after the filing of this Plan and Plan of Merger in the offices of the Secretaries of the States of Georgia and Florida, Merged Corporation shall merge with and into Surviving Corporation pursuant to Section 14-2-1106 of the Georgia Business Corporation Code and pursuant to Section 607.1107 of the Florida 1989 Business Corporation Act; the corporate existence of Surviving Corporation shall continue; and the separate corporate existence of Merged Corporation shall cease; and

6. The Articles of Incorporation of the Surviving Corporation are to be and remain, without change, the Articles of Incorporation of the Surviving Corporation; and

7. The Surviving Corporation may be served with process in the state of Florida in any proceedings for enforcement of any obligation of Merged Corporation as well as for enforcement of any obligation of Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings; and it does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is 2728 North Harwood, Dallas, Texas 75201, until Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purposes. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Florida duplicate copies of such process, one of which copies the Secretary of State of Florida shall forthwith send by registered mail to said Surviving Corporation; and

8. At the time the Articles of Merger shall become effective, the outstanding shares of capital stock of the Merged Corporation shall not be transferred, nor shall the beneficial interest thereto pass to Surviving Corporation, but such shares of stock shall forthwith be surrendered for cancellation. The shares of Surviving Corporation shall remain outstanding and unchanged and shall be held solely by ESI as sole shareholder of Surviving Corporation.