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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address :  
Tallahassee, Florida 32301  
City State Zip Phone  
904-222-1092  
CORPORATION(S) NAME

100002588551--7  
-07/14/98--01071--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Merger*

*ALARMS by PROTECTUS, INC.*

*MERGING INTO: HOLMES PROTECTION, INC.*

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment                         | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Limited Liability Company | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report                     | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation                       | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies                      | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy            |  | <input type="checkbox"/> CUS/ G/S           |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call if Problem                   | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait                         | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |  |   |

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7/14

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Please call Jeff Butterfield  
if any problems/questions.

THANKS !

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALARMS BY PROTECTUS, INC., a Florida corporation H12699

into

HOLMES PROTECTION, INC., a New York corporation F97000001053

File date: July 14, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
ALARMS BY PROTECTUS, INC.  
(Subsidiary)**

**INTO**

**HOLMES PROTECTION, INC.  
(Parent)**

98 JUL 14 PM 1:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Holmes Protection, Inc. is a corporation organized under the laws of the State of New York owning 100 percent of the shares of Alarms By Protectus, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted by the board of directors of Holmes Protection, Inc.: on July 10, 1998.

1. That the Merging Corporation shall be merged with and into Parent (the "Merger").
2. That Parent shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective upon the filing of Articles of Merger with the Secretary of State of Florida pursuant to the requirements of §607.1106 of the Florida Business Corporation Act and the filing of a Certificate of Merger with the Secretary of State of New York pursuant to the requirements of §905(c) of the New York Business Corporation Law (the "Effective Time").
4. That the Certificate of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.
5. That the By-Laws of Parent in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of Parent immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.
8. That at the Effective Time, Parent shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

THIRD: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FOURTH: The mailing of a copy or summary of the plan of merger was not required because the plan of merger was approved by the sole shareholder of Alarms By Protectus, Inc.

Signed this 10<sup>th</sup> Day of July, 1998.

HOLMES PROTECTION, INC.

By: 

P. Gray Finney  
Vice President

ALARMS BY PROTECTUS, INC.

By: 

Jeffrey Ahrenstein  
Vice President

## AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger (this "Agreement and Plan of Merger") is dated as of the 10<sup>th</sup> day of July, 1998, and is between Holmes Protection, Inc. a New York corporation ("Parent" or "Surviving Corporation") and Alarms By Protectus, Inc., a Florida corporation (the "Merging Corporation").

WHEREAS, Parent owns 20 shares of the Merging Corporation, which represents all of the outstanding shares of the Merging Corporation.

WHEREAS, Parent is desirous of merging the Merging Corporation with and into itself.

WHEREAS, the Board of Directors and shareholders of each of the Surviving Corporation and the Merging Corporation have approved this Agreement and Plan of Merger pursuant to their respective Certificates of Incorporation and their respective By-Laws.

NOW, THEREFORE, IT IS AGREED:

1. That the Merging Corporation shall be merged with and into Parent (the "Merger").
2. That Parent shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective upon the filing of Articles of Merger with the Secretary of State of Florida pursuant to the requirements of §607.1106 of the Florida Business Corporation Act and the filing of a Certificate of Merger with the Secretary of State of New York pursuant to the requirements of §905(c) of the New York Business Corporation Law (the "Effective Time").
4. That the Certificate of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.
5. That the By-Laws of Parent in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of Parent immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.

8. That at the Effective Time, Parent shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above named corporations, as of the day and year first above written.

HOLMES PROTECTION, INC.

By: 

Jeffrey Ahrenstein, Vice President

ALARMS BY PROTECTUS, INC.

By: 

P. Gray Finney, Vice President