

**F980000000354**

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1980 NORTH ATLANTIC AVENUE  
SUITE 626  
COCOA BEACH, FLORIDA 32931  
REPLY TO FORT LAUDERDALE ADDRESS

January 7, 1998

Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Susan Payne

Re: Termark Security Systems, Inc.

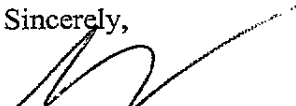
Dear Ms. Payne:

Enclosed herewith please find the original Articles of Merger to be filed with the Secretary of State, along with our check in the amount of \$70.00 representing the filing fees for same as it pertains to the above mentioned corporation.

Also enclosed herewith please find a photocopy of a package recently forwarded to the Qualification/Tax Lien Section. Upon receipt of same by Mr. Hart Collins, Mr. Collins contacted our office to advise us that we needed to contact the Amendment Section in order to file the Articles of Merger. Accordingly, in compliance with same, I am forwarding the Articles of Merger and the filing fees to your attention for processing. Please note that Mr. Collins is in possession of the original package forwarded to the Qualification/Tax Lien Section.

Upon processing of the Articles of Merger, please see that all requirements have been met for completion of this transaction. Should you require any additional information or documentation, please feel free to contact my office.

Sincerely,

  
Murray E. Shepard, Esq.  
For the Firm

MES/lf  
encl.

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SECRETARY OF CORPORATIONS  
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merger 1/22/98  
CORAPMER

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TERMARK SECURITY SYSTEMS, INC., a FL corp., #L59766

into

TERMARK SECURITY SYSTEMS, INC., a Wyoming corporation  
F98000000354

File date: January 21, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging said corporations:

1. The names of the corporations which are parties to the within merger are Termark Security Systems, Inc., a Florida corporation, and Termark Security Systems, Inc., a Wyoming corporation. Termark Security Systems, Inc., a Wyoming corporation, is the surviving corporation.

2. On the 10 day of Nov. 1997, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporations Act:

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corp	Total Number of Shares Outstanding	Designation of Class	Number of Shares
Termark Security Systems, Inc., a Florida corp.	1,000	Capital	1,000
Termark Security Systems, Inc., a Wyoming corp.	1,000,000	Capital	1,000,000

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for any against the plan, respectively, are as follows:

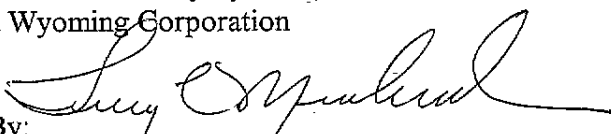
Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
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Termark Security Systems, Inc., a Florida corp.	1,000	0	Capital	1,000	0
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Termark Security Systems, Inc., Wyoming corp.	1,000,000	0	Capital	1,000,000	0
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Dated this 30 day of December, 1997.

Termark Security Systems, Inc.,  
a Wyoming Corporation

By:   
Terry L. Mrakovich, President

## PLAN OF MERGER

Plan of Merger dated NOVEMBER 10, 1997, between Termark Security Systems, Inc., a Wyoming corporation (hereinafter the "Surviving Corporation") and Termark Security Systems, Inc., a Florida corporation, (hereinafter the "Absorbed Corporation").

### STIPULATIONS

A. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1919 Central Avenue, Cheyenne, Wyoming 82001.

B. The surviving corporation has a capitalization of One Million (1,000,000) authorized shares of ~~One Dollar (\$1.00)~~ <sup>No</sup> par value common stock, of which 1,000 shares are issued and outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at P.O. Box 93-4414, Margate, Florida 33093.

D. The Absorbed Corporation has a capitalization of 1,000 authorized shares of common stock without par value of which all shares are issued and outstanding.

E. All of the outstanding shares of the Absorbed Corporation are owned by the Surviving Corporation as of the date hereof.

F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act and the Business Corporation Law of the State of Wyoming in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation which shall be the surviving corporation. On and after the Effective Date, the Surviving Corporation shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida General Corporation Act, and the separate existence of the Absorbed Corporation shall cease. The Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of

the Absorbed Corporation shall be impaired by the merger. The Surviving Corporation, contemporaneous with the filing of the Articles of Merger and Plan of Merger, has caused to be filed its Authorization to do Business in the State of Florida as a Foreign Corporation.

2. Effective Date. The merger shall be effective as of the 10 day of NOVEMBER, 1997. On or before that date, or as otherwise required by the Wyoming Business Corporation Act and the Florida General Corporation Act, Articles of Merger shall be filed with the appropriate governmental body so as to reflect the merger in each of the jurisdictions.

3. On and after the Effective Date, the Articles of Incorporation and By-Laws of the Surviving Corporation shall be the same as the Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Effective Date.

4. The total number of shares of stock which the Absorbed Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value. The total number of shares of the Absorbed Corporation's stock issued and outstanding on the date of this Plan is One Thousand (1,000) shares of common stock, all of which are owned by the Surviving Corporation.

5. The total number of shares of stock which the Surviving Corporation has authority to issue is One Million (1,000,000,) shares of common stock, having a ~~par value of One (\$1.00) m~~ <sup>NO PAR VALUE</sup> Dollar per share, of which One Thousand (1,000) shares are issued and outstanding on the date of this Plan and owned by Terry Mrakovich.

6. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Corporation shall be automatically cancelled and the certificates representing such shares shall be surrendered and canceled. Upon the Effective Date, the shares of common stock of the Surviving Corporation already issued and outstanding shall remain so, and all One Thousand shares of common stock of the Surviving Corporation shall continue to be owned by Terry Mrakovich.

7. Certificates representing the Surviving Corporation's shares of common stock shall not be physically converted or exchanged in any manner.

8. The persons holding the offices of Director, President, Treasurer, Secretary and all other offices of the Surviving Corporation upon the Effective Date shall remain the Directors, the President, the Treasurer, the Secretary and the other officers of the Surviving Corporation, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cause to hold such directorships of offices in accordance with the By-Laws of the Surviving Corporation.

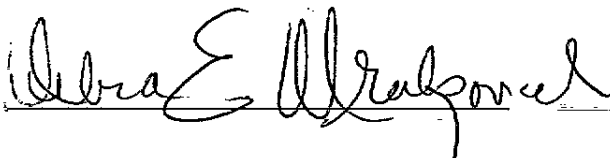
9. The Absorbed Corporation and the Surviving Corporation shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Wyoming and the State of Florida and will each cause to be performed all necessary acts within Wyoming and Florida, to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement before or after the approval of

same by the shareholders and Directors of the Absorbed Corporation and the Surviving Corporation.

10. Notwithstanding the approval of this Agreement by the shareholders and Directors of the Absorbed Corporation and of the Surviving Corporation, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Corporation and the Surviving Corporation authorized by their respective Boards of Directors.

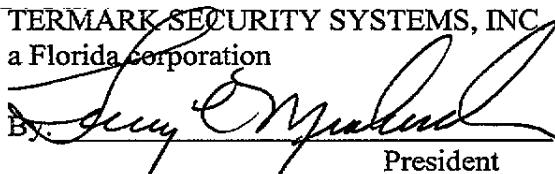
IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Absorbed Corporation and the Surviving Corporation upon the date first above written.

ATTEST:

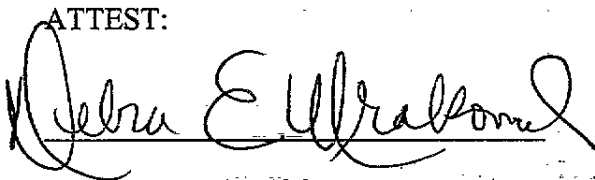


TERMARK SECURITY SYSTEMS, INC.  
a Florida corporation

By:

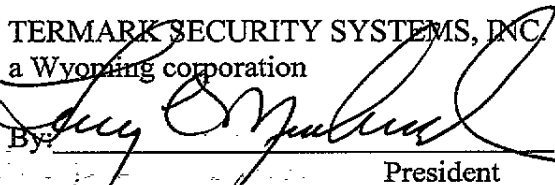
  
President

ATTEST:



TERMARK SECURITY SYSTEMS, INC.  
a Wyoming corporation

By:

  
President

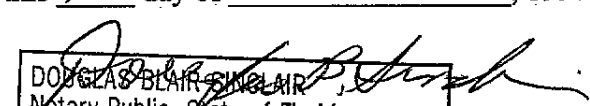
STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared Terry L. Mrakovich as President and Secretary of Termark Security Systems, Inc., a Florida corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of the company and he acknowledged before me that said instrument was executed on behalf of the company by authority of its Boards of Directors and the execution of said instrument was the free act and deed of the company.

WITNESS my hand and official seal this 10<sup>th</sup> day of November, 1997.

My Commission Expires:

3/30/2001

  
DOUGLAS BLAIR-SINGAIR  
Notary Public, State of Florida  
My Commission Expires: MARCH 30, 2001  
No. CC 634385

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared Terry L. Mrakovich as President and Secretary of Termark Security Systems, Inc., a Wyoming corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of the company and he acknowledged before me that said instrument was executed on behalf of the company by authority of its Boards of Directors and the execution of said instrument was the free act and deed of the company.

WITNESS my hand and official seal this 10 day of November, 1997.

My Commission Expires:

03/30/2001

