

Division of Corporations  
**F98000007060**

Page 1 of 1

**Florida Department of State**  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**Instashred Security Services, Inc.**

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INSTASHRED FLORIDA, INC., a Florida corporation, document number  
P95022235890

INTO

**INSTASHRED SECURITY SERVICES, INC.,** a California corporation,  
F98000007060

File date: December 30, 1998, effective January 1, 1999

Corporate Specialist: Karen Gibson

**CERTIFICATE OF THE SECRETARY  
OF  
INSTASHRED FLORIDA, INC.**

I, Donald Thorne, Secretary of Instashred Florida, Inc., a Florida corporation (the "Corporation"), hereby certify that:

1. The Articles and Plan of Merger to which this Certificate is attached has been duly executed on behalf of the Corporation by its President.

2. Pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act, the Articles and Plan of Merger is not required to be approved by the sole shareholder of the Corporation.

3. The Articles and Plan of Merger was approved and adopted by Unanimous Written Consent of the Board of Directors of the Corporation dated as of December 15, 1998.

**IN WITNESS WHEREOF**, the undersigned has executed this certificate as of December 21, 1998.

  
Donald R. Thorne, as Secretary of  
Instashred Florida, Inc.

Prepared by:  
Stephen P. Johnson, Esq.  
Florida Bar No. 0136387  
2601 S. Bayshore Drive, 19th FL  
Miami, Florida 33133  
(305) 854-5900

**ARTICLES AND PLAN OF MERGER  
OF**

**INSTASHRED FLORIDA, INC.,  
a Florida corporation,**

**WITH AND INTO**

**INSTASHRED SECURITY SERVICES, INC.,  
a California corporation**

**EFFECTIVE DATE**  
**1-1-99**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign parent corporation and the domestic wholly-owned subsidiary corporation named herein do hereby adopt the following Articles and Plan of Merger:

1. The following is the Plan of Merger for merging Instashred Florida, Inc., a Florida corporation ("Instashred-FL"), with and into Instashred Security Services, Inc., a California corporation ("Instashred-CA"):

- a. Instashred-CA is the parent corporation of Instashred-FL and the owner of 100% of the issued and outstanding shares of common stock of Instashred-FL, a wholly-owned subsidiary corporation of Instashred-CA. Instashred-FL hereby merges with and into Instashred-CA pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the California Corporations Code.
- b. The separate existence of Instashred-FL shall cease upon the Effective Date (as defined below) of the merger, pursuant to the provisions of the Florida Business Corporation Act; and Instashred-CA shall continue its existence as the surviving corporation pursuant to the California Corporations Code. The Effective Date of the merger shall be January 1, 1999.
- c. The manner and basis of converting the shares of Instashred-FL shall be as follows: the common stock of Instashred-FL currently held by Instashred-CA, which constitutes all of the issued and outstanding stock of Instashred-FL, shall be canceled. There will no longer be any issued and outstanding stock of Instashred-FL, which will disappear as a corporate entity as a result of the merger into Instashred-CA. Instashred-CA shall only hold the Instashred-FL stock for a moment in time with the merger occurring immediately after the transfer of the Instashred-FL stock to Instashred-CA.

- d. Instashred-CA, as sole shareholder of its subsidiary, Instashred-FL, hereby waives any and all notice, mailing and/or other requirements relating to the merger and the filing of this Articles and Plan of Merger with the Florida Secretary of State, including, without limitation, all rights of dissenting shareholders to be paid the fair value of its shares.
- e. The Board of Directors, president and secretary of Instashred-FL are each hereby authorized, empowered, and directed to do any and all acts necessary, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Articles and Plan of Merger.

2. The merger of Instashred-FL with and into Instashred-CA is permitted by the laws of the jurisdiction of organization of Instashred-CA and has been authorized in compliance with said laws.

3. This Articles and Plan of Merger was approved by the Unanimous Written Consent of the Board of Directors of Instashred-FL as of December 15, 1998, and by the Unanimous Written Consent of the Board of Directors of Instashred-CA as of December 15, 1998.

4. Approval of this Articles and Plan of Merger by the shareholders of Instashred-CA and Instashred-FL is not required.

5. The merger provided for herein shall become effective in the State of Florida as of January 1, 1999.

Executed as of December 21, 1998.

**INSTASHRED FLORIDA, INC.,** a Florida corporation

By: \_\_\_\_\_

Donald R. Thorne, President

**INSTASHRED SECURITY SERVICES, INC.,** a California corporation

By: \_\_\_\_\_

Donald R. Thorne, President