



THE UNITED STATES
CORPORATION
COMPANY

G60725

ACCOUNT NO. : 072100000032

REFERENCE : 287584 4301184

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizich

ORDER DATE : June 25, 1999

ORDER TIME : 10:20 AM

ORDER NO. : 287584-015

CUSTOMER NO: 4301184

CUSTOMER: Stephen L. Campbell, Esq
Kane Kessler, P.c.
1350 Avenue Of The Americas
26th Floor
New York, NY 10019

RECEIVED

99 JUN 30 AM 11:20

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FAS ACQUISITION CORPORATION 400002919644--7

INTO

FIRE ALARM SERVICE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

merger

FILED

99 JUN 30 PM 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE JUN 30 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FAS ACQUISITION CORP., a FL corp., P99000057818

INTO

FIRE ALARM SERVICE CORPORATION, a Florida corporation, G60725.

File date: June 30, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
FAS ACQUISITION CORP.
AND

FILED
99 JUN 30 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRE ALARM SERVICE CORPORATION

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

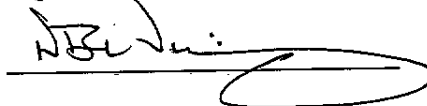
1. Annexed hereto and made a part hereof is the Plan of Merger for merging FAS Acquisition Corp. with and into Fire Alarm Service Corporation as approved and adopted by written consent of the shareholders of FAS Acquisition Corp. entitled to vote thereon given on June 28, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Fire Alarm Service Corporation entitled to vote thereon given on June 28th, 1999 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Fire Alarm Service Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be 12:01 a.m. on June 30TH, 1999.

Executed on June 30TH, 1999.


FAS ACQUISITION CORP.

By: 

Name: Nicholas B. Winiewicz

Title: President

FIRE ALARM SERVICE CORPORATION

By: 

Name: Edward P. REID

Title: President

PLAN OF MERGER
OF
FAS ACQUISITION CORP.
WITH AND INTO
FIRE ALARM SERVICE CORPORATION

1. FAS Acquisition Corp., a business corporation organized under the laws of the State of Florida, and Fire Alarm Service Corporation, a business corporation organized under the laws of the State of Florida, shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Fire Alarm Service Corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of FAS Acquisition Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the non-surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the non-surviving corporation at the effective time and date of the merger (listed below) shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

	Name	Address
Sole Director:	Nicholas B. Winiewicz	13386 International Parkway Jacksonville, FL 32218
President, Treasurer, and Secretary	Nicholas B. Winiewicz	13386 International Parkway Jacksonville, FL 32218

5. Each issued and outstanding share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, cease to be outstanding and shall be converted into and exchanged for one share of common stock of the surviving corporation. Each issued and outstanding share of common stock of the surviving corporation shall, at the effective time and date of the merger, cease to be outstanding and shall be converted into and exchanged for the right to receive 62.6452 shares of common stock of Armor Holdings, Inc., a Delaware corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things 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 Plan of Merger or of the merger herein provided for.

9. The Board of Directors of FAS Acquisition Corp. approved the Plan of Merger by resolution on June 28, 1999. The Board of Directors of Fire Alarm Service Corporation approved the Plan of Merger by resolution on June ~~28~~²⁹, 1999.