

H51421

THOMPSON & KNIGHT

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS

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AUSTIN
FORT WORTH
HOUSTON
MONTERREY, MEXICO

January 4, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger Filing

Dear Sir or Madam:

Please find attached executed Articles of Merger merging Nexstar, Inc. with and into Security Monitoring Services, Inc. along with a check payable to the Florida Department of State in the amount of \$70.00.

Kindly file the enclosed Articles and return one file-stamped copy to me.

Please do not hesitate to call me at 214/969-1613 if you have any questions.

Best regards.

Very truly yours,

D. Thomas Keltner

D. Thomas Keltner

Enclosures

FILED
99 JAN -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0000002730430--2
-01/05/99--01056--005
*****70.00 *****70.00

Merger
1-25-99
CC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NEXSTAR, INC., a Florida corporation, P93000042263

INTO

SECURITY MONITORING SERVICES, INC., a Florida corporation, H51421.

File date: January 5, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 12, 1999

THOMPSON & KNIGHT
1700 PACIFIC AVE.
STE. 3300
DALLAS, TX 75201-4693

SUBJECT: SECURITY MONITORING SERVICES, INC.
Ref. Number: H51421

We have received your document for SECURITY MONITORING SERVICES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 799A00001377

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AUSTIN
FORT WORTH
HOUSTON
MONTERREY, MEXICO

January 19, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger Filing for Security Monitoring Services, Inc. (Ref. No. H51421)

Dear Sir or Madam:

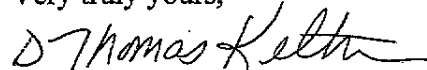
Please find attached executed Articles of Merger merging Nexstar, Inc. with and into Security Monitoring Services, Inc. The Articles have been updated to include the date of adoption by the Board of Directors as you requested. **We request the original filing date as the effective date of the merger.**

Kindly file the enclosed Articles and return one file-stamped copy to me in the enclosed Federal Express envelope. Thank you for your assistance.

Please do not hesitate to call me at 214/969-1613 if you have any questions.

Best regards.

Very truly yours,



D. Thomas Keltner

Enclosures
cc: Gregg C. Davis
Michael Titens
Kirsten Richesson

RECEIVED
90 JAN 20 AM 9:15
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
MERGING
NEXSTAR, INC.
WITH AND INTO
SECURITY MONITORING SERVICES, INC.**

(UNDER SECTION 607.1104 OF THE FLORIDA STATUTES)

FILED
99 JAN -5 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1104 of the Florida Statutes.

(1) The exact name and street address of the principal office, jurisdiction, and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Nexstar, Inc. 4221 W. John Carpenter Freeway Irving, Texas 75063	Florida	Corporation

Florida Document/Registration Number: P93000042263 FEI Number: 59-3187594

(2) The exact name and street address of the principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Security Monitoring Services, Inc. 4221 W. John Carpenter Freeway Irving, Texas 75063	Florida	Corporation

Florida Document/Registration Number: H51421 FEI Number: 59-2559395

(3) The attached Plan of Merger meets the requirements of section 607.1104, Florida Statutes, and was approved by Security Monitoring Services, Inc.

(4) The attached Plan of Merger was approved by the board of directors of Security Monitoring Services, Inc. on December 30, 1998, in accordance with the laws of the State of Florida.

(5) Security Monitoring Services, Inc. agrees to pay the dissenting shareholders of Nexstar, Inc. the amount, if any, to which they are entitled under Sections 607.1302, 620.205, and/or 608.4384, Florida Statutes.

(6) The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any agreement.

(7) The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

(8) The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed in their respective corporate names as of the 30th day of December, 1998.

SECURITY MONITORING SERVICES, INC.

By: 
Steve Millstein, Vice President

NEXSTAR, INC.

By: 
John Mack, Vice President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1104, is being submitted in accordance with sections 607.1104, Florida Statutes.

(1) Nexstar, Inc. ("Nexstar"), a Florida corporation, is a wholly-owned subsidiary of Security Monitoring Services, Inc., a Florida corporation ("Security Monitoring").

(2) The terms and conditions of the merger are as follows:

Nexstar, Inc. shall be merged with and into Security Monitoring. Security Monitoring shall survive the merger and continue under the name Security Monitoring. The articles of incorporation and bylaws of Security Monitoring as in effect immediately prior to the merger shall continue in full force and effect as the articles of incorporation and bylaws of the surviving corporation until such articles or bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Florida. The officers and directors of Security Monitoring immediately prior to the effective date of the merger will continue after the merger to serve as the officers and directors of the surviving corporation, until such time as the successor of each such officer or director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

(3) No amendment is made to the articles of incorporation of Security Monitoring.

(4) All of the issued and outstanding shares of stock of Nexstar are owned by Security Monitoring and no shares of Security Monitoring are to be issued or any other consideration given for shares of Nexstar in consideration of the merger. Upon the effective date of the articles of merger, the shares of stock of Nexstar shall be surrendered for cancellation to Security Monitoring. In addition, all rights to acquire shares, obligations, and other securities of Nexstar shall, upon the effective date of the articles of merger, be canceled.

(5) As Security Monitoring is the sole shareholder of Nexstar and the board of directors of Security Monitoring has voted to approve the merger in its capacity as sole shareholder of Nexstar, no person or entity shall have rights as a dissenting shareholder of Nexstar.

(6) Security Monitoring, the sole shareholder of Nexstar, has waived in writing its right to receive by mail a copy or summary of this plan.