

H51421

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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2010 DEC 29 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-10

Merger

TB 1/4/11



P. Gray Finney
Senior Vice President,
General Counsel & Secretary
Tel: (972) 916-6154
Fax: (972) 916-6195
E-mail: grayfinney@Protection1.com

December 28, 2010

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: SECURITY MONITORING SERVICES, INC.;
DOC. NO. H51421; FEIN NO. 59-2559395

Dear Sir/Madam:

Enclosed are three (3) copies of the Articles of Merger (including the Plan and Agreement of Merger) merging Integrated Alarm Services Group, Inc., a Delaware corporation, with and into Security Monitoring Services, Inc., a Florida corporation.

We request two (2) certified copies of the Articles of Merger.

Also enclosed is a check in the total amount of \$87.50 made payable to the Florida Department of State.

A BETTER CHOICE FOR YOUSM

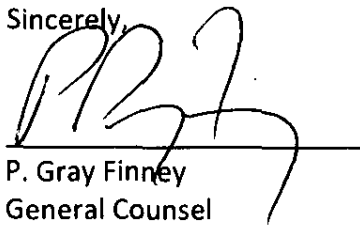
Florida Department of State
Amendment Section
Division of Corporations
December 28, 2010
Page 2

Please return all correspondence concerning this matter to following:

P. Gray Finney
General Counsel & Secretary
Protection One, Inc.
4221 W. John Carpenter Fwy
Irving, Texas 75063
Tel: (972) 916-6154
Fax: (972) 916-6195
E-mail: grayfinney@Protection1.com

Please contact me on my cell phone at 972-207-8991 if you have any questions or issues.

Sincerely,



P. Gray Finney
General Counsel

Enclosures

ARTICLES OF MERGER

OF

INTEGRATED ALARM SERVICES GROUP, INC.
(a Delaware corporation)

WITH AND INTO

SECURITY MONITORING SERVICES, INC.
(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-10

(Pursuant to Section 607.1105 of the Florida Business Corporation Act)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Florida Statutes"), pursuant to Section 607.1105 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Security Monitoring Services, Inc.	Florida	H51421

SECOND: The name and jurisdictions of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Integrated Alarm Services Group, Inc.	Delaware	3603281

THIRD: The Plan and Agreement of Merger is attached.

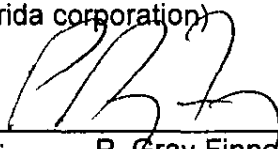
FOURTH: The merger shall become effective at 11:59 p.m. (EST) on December 31, 2010 (the "Effective Time").

FIFTH: The Plan and Agreement of Merger was adopted by the shareholders of the surviving corporation on December 28th, 2010.

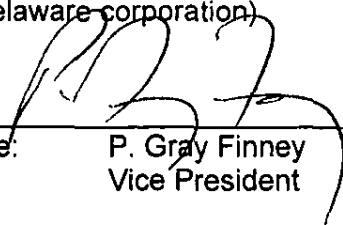
SIXTH: The Plan and Agreement of Merger was adopted by the shareholders of the merging corporation on December 28th, 2010.

SEVENTH: The signature of an officer or director of each of the constituent corporations to the merger is set forth below:

SECURITY MONITORING SERVICES, INC.
(a Florida corporation)

By: 
Name: P. Gray Finney
Title: Vice President

INTEGRATED ALARM SERVICES GROUP, INC.
(a Delaware corporation)

By: 
Name: P. Gray Finney
Title: Vice President

PLAN AND AGREEMENT OF MERGER

BETWEEN

INTEGRATED ALARM SERVICES GROUP, INC.,
a Delaware corporation,

AND

SECURITY MONITORING SERVICES, INC.
a Florida corporation

(Pursuant to Section 252 of the General Corporation Law of the State of Delaware and
Section 607.1101 of the Florida Statutes)

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement of Merger") is made and entered into as of the 28th day of December, 2010, by and between **INTEGRATED ALARM SERVICES GROUP, INC.**, a Delaware corporation ("IASG"), and **SECURITY MONITORING SERVICES, INC.**, a Florida corporation ("SMS").

WITNESSETH:

WHEREAS, IASG is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on December 16, 2002; and

WHEREAS, SMS is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed with the state of Florida on April 9, 1985; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that IASG be merged with and into SMS on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida, respectively, which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, IASG and SMS, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

IASG and SMS shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Delaware and of the State of Florida, by IASG merging with and into SMS. SMS shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

Upon the merger becoming effective at 11:59 p.m. (EST) on December 31, 2010 (the "Effective Time"):

1. IASG, a Delaware corporation, shall be merged with and into SMS, a Florida corporation. At the Effective Time, SMS, as the surviving corporation, shall continue its corporate existence under the laws of the State of Florida and the separate existence and corporate organization of IASG shall be terminated and shall cease in accordance with the provisions of the statutes of the States of Delaware and Florida, respectively.

2. The Articles of Incorporation of SMS, as in force and effect, shall continue to be the Articles of Incorporation of the Surviving Corporation, and such Articles of Incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the statutes of the State of Florida. Such Articles of Incorporation is not being amended in connection with the merger of IASG with and into SMS.

3. The bylaws of SMS, as in force and effect, shall continue to be the bylaws of the Surviving Corporation, and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the statutes of the State of Florida. Such bylaws are not being amended in connection with the merger of IASG with and into SMS.

4. The directors and officers of SMS shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation, or death in accordance with the bylaws of the Surviving Corporation.

5. The Surviving Corporation shall succeed to and possess all of the assets of IASG, and the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of IASG. Any claim existing or action or proceeding pending by or against IASG may be continued as if the merger did not occur, and the Surviving Corporation may be substituted in the proceeding for IASG, which shall have ceased its existence at the Effective Time. Neither the rights of creditors nor the any liens upon the property of any constituent

corporation to the merger shall be impaired by the merger.

ARTICLE III

The Articles of Incorporation of SMS shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the constituent corporations to the merger shall be as follows:

At the Effective Time, each issued and outstanding share of common stock of IASG shall not be converted or exchanged in any manner into shares of the Surviving Corporation and shall automatically be canceled and retired, and shall cease to exist, and no consideration or payment shall be delivered in exchange therefor or in respect thereof. At the Effective Time, each issued and outstanding share of common stock, par value \$1.00 per share, of SMS shall not be converted or exchanged in any manner, but shall represent one share of common stock of the Surviving Corporation.

ARTICLE V

The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at: Security Monitoring Services, Inc., 4221 W. John Carpenter Fwy, Irving, Texas 75063, Attn: General Counsel.

ARTICLE VI

This Agreement of Merger may be executed in one or more counterparts each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

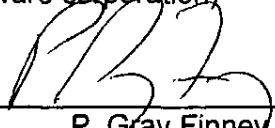
* * * * *

[Signature Page Follows]

IN WITNESS WHEREOF, SMS and IASG, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto as of the date first written above.

INTEGRATED ALARM SERVICES GROUP, INC.

(a Delaware corporation)

By: 
Name: P. Gray Finney
Title: Vice President

SECURITY MONITORING SERVICES, INC.

(a Florida corporation)

By: 
Name: P. Gray Finney
Title: Vice President