

L05000043977

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

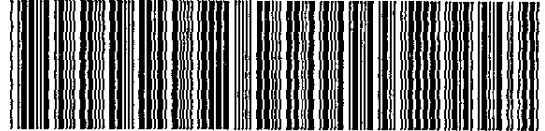
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900057300999

07/18/05--01061--010 **90.00

LR 07/22/05

FILED
05 JUL 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6p

LAW OFFICES
JOHN C. BOVAY, P.A.
901 N.W. 57TH STREET
GAINESVILLE, FLORIDA 32605

JOHN C. BOVAY
LL.M. IN TAXATION
ALSO ADMITTED IN DISTRICT OF COLUMBIA
JULIA M. COOK
LL.M. IN TAXATION

TELEPHONE 352-331-9092
FACSIMILE 352-331-7376
johncbovaypa.com
jack@johncbovaypa.com
julie@johncbovaypa.com

July 12, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger of Universal Security
Monitoring, Inc. into Universal
Security Monitoring, L.L.C.

FILED
05 JUL 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

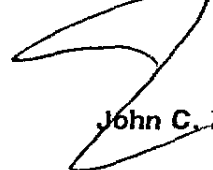
Enclosed are an original and one copy of the Articles of Merger and Plan of Merger for Universal Security Monitoring, Inc. and Universal Security Monitoring, L.L.C. into Universal Security Monitoring, L.L.C.

Also enclosed is a check for \$90.00 for the \$60.00 filing fees for the Articles of Merger and the \$30.00 fee for the certified copy.

Please contact me if further information or documentation is necessary for the applications. Please send the receipts for filing and certified copies to me and I will deliver them to my client.

Thank you for your assistance.

Sincerely,



John C. Bovay

JCB:jc
Enclosure
XC: John Pastore

**Articles of Merger
of
Universal Security Monitoring, Inc.
a Florida Corporation
with
Universal Security Monitoring, L.L.C.
a Florida Limited Liability Company**

P96-68369

LOG-43977

ARTICLES OF MERGER between Universal Security Monitoring, Inc., a Florida Corporation, and Universal Security Monitoring, L.L.C., a Florida Limited Liability Company,


Pursuant to the provisions of §607.1103 and the provisions of §608.4382 of the Florida Statutes, the undersigned Florida Corporation and the undersigned Florida Limited Liability Company have adopted the following Articles of Merger for the purposes of merging the Florida Corporation into the Florida Limited Liability Company:

1. The laws of the State of Florida under which both the Corporation and the Limited Liability Company are organized, permit such merger;
2. The name of the surviving entity is Universal Security Monitoring, L.L.C., and is to be governed by the laws of the State of Florida;
3. The attached Plan of Merger was unanimously approved by the directors of the undersigned Florida Corporation on July 1, 2005, in the manner prescribed by §607.1103 of the Florida Statutes, and was unanimously approved by the undersigned Florida Limited Liability Company in the manner prescribed by §608.4381 of the Florida Statutes;
4. Under the Plan of Merger, each of the issued and outstanding shares of Universal Security Monitoring, Inc. will be exchanged for one membership interest in the surviving entity, Universal Security Monitoring, L.L.C. ("Merger").
5. The date and time of effectiveness of the Merger shall be on the filing of these Articles of Merger with the Department of State of Florida.


05 JUL 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the parties have signed these Articles of Merger on
July 1, 2005.



John Pastore, President
Universal Security Monitoring, Inc.
Florida Corporation



John Pastore, Managing Member
Universal Security Monitoring, a
L.L.C., a Florida Limited Liability
Company

PLAN OF MERGER

Merger between Universal Security Monitoring, Inc., a Florida Corporation (the "Disappearing Corporation") and Universal Security Monitoring, L.L.C., a Florida Limited Liability Company (the "Surviving Company") (collectively, the "Constituent Companies"), is being effected under this Plan of Merger (the "Plan") in accordance with Chapters 607 and 608 of the Florida Statutes.

1. Articles of Organization. The Articles of Organization of the Surviving Company, as filed with the Florida Department of State on May 2, 2005, shall, without any changes, be the Articles of Organization of the Surviving Company from and after the effective Date until further amended as permitted by law.
2. Distribution to Shareholders of Disappearing Corporation and to Members of Surviving Company. On the effective Date, each share of Disappearing Corporation's stock that is issued and outstanding at the time shall, without more, be converted and exchanged for one membership unit in the Surviving Company in accordance with this plan. Each membership unit of Surviving Company that is issued and outstanding on the Effective Date shall continue as outstanding units of Surviving Companies membership units.
3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All membership units into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable under this Plan shall have been deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Company shall be fully vested in Disappearing Corporation's rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Florida Statutes.
5. Supplemental Action. If at any time after the Effective Date Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members of Surviving Company or officers of Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Department of State and Effective Date. Disappearing Corporation shall cause its officers and Surviving company shall cause its

05 JUL 18 PM 2:11
SECRET
TALLAHASSEE
FLORIDA
STATE


FILED

members to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed to be incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Company to the Florida Department of State. In accordance with §608.4382 of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

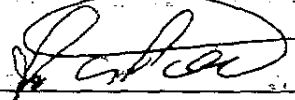
7. Name and Address of Managing Member of Surviving Company. The name and address of the Managing Member of the Surviving Company is John Pastore, 4701 S.W. 34th Street, Gainesville, Florida 32608.
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Companies which is, or the shareholders of which are, or the members of which are, entitled to the benefit thereof by action taken by the Board of Directors or by the members, or may be amended or modified in whole or in part at any time before the vote of the shareholders of or the members of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily the same person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Statutes, as to Disappearing Corporation, and in accordance with §608.4381 of the Florida Statutes, as to Surviving Company.
9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of Disappearing Corporation and the members of the Surviving Company, notwithstanding favorable action by the shareholders of the Disappearing Corporation or the members of the Surviving Company.

IN WITNESS WHEREOF, the parties have signed this Plan of Merger on July

1, 2005



John Pastore, President
Universal Security Monitoring, Inc.
Florida Corporation
Company



John Pastore, Managing Member
Universal Security Monitoring, a
L.L.C. a Florida Limited Liability
Company