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Division of Corporations

ARAZOZA &amp; FERNANDEZ-PRAGA 8054424829

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# 1000011077

Florida Department of State  
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EXAMINER

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## MERGER OR SHARE EXCHANGE

## SMART CENTER HOLDINGS, LLC

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**ARTICLES OF MERGER  
(Profit Corporation)**

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH THE FLORIDA BUSINESS CORPORATION ACT, PURSUANT TO SECTION 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving company is as follows:

**Name**  
SMART CENTER HOLDINGS, LLC.  
(f/k/a Smart Center Investments, LLC)

**Jurisdiction**  
Florida - Document N° L06000110747

**SECOND:** The name and jurisdiction of each merging company is as follows:

**Name**  
SMART CENTER ARMORED, LLC

**Jurisdiction**  
Florida - Document N° L07000042461

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by the surviving company.

The Plan of Merger was adopted by the members of the surviving limited liability company on the date hereof.

**SIXTH:** Adoption of Merger by the merging companies.

The Plan of Merger was adopted by the members of the merging limited liability companies on the date hereof.

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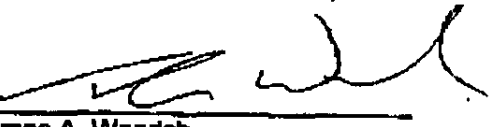
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**SEVENTH:** Signatures:

**Name of Company/Name of Individual and Title/Signature:**

**The Surviving Entity:**  
**SMART CENTER HOLDINGS, LLC,** a  
Florida limited liability company (t/k/a  
Smart Center Investments, LLC)

By:   
Thomas A. Wenrich  
Manager

**The Merging Company:**  
**SMART CENTER ARMORED, LLC**

By:   
Thomas A. Wenrich  
Manager

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**PLAN OF MERGER**

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 807.1101, F.S., AND IN ACCORDANCE WITH THE LAWS OF ANY OTHER APPLICABLE JURISDICTION OF INCORPORATION.

**FIRST:** The name and jurisdiction of the surviving company is as follows:

<b>Name</b>	<b>Jurisdiction</b>
SMART CENTER HOLDINGS, LLC.	Florida
(f/k/a Smart Center Investments, LLC)	Document N° L06000110747

**SECOND:** The name and jurisdiction of each merging company is as follows:

<b>Name</b>	<b>Jurisdiction</b>
SMART CENTER ARMORED, LLC	Florida - Document N° L07000042401

**THIRD:** The terms and conditions of the merger are as follows:

**THE MERGER**

3.1 Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Time, SMART CENTER ARMORED, LLC, shall be merged with and into SMART CENTER HOLDINGS, LLC., (f/k/a Smart Center Investments, LLC) (hereafter "Company"), the separate existence of each of SMART CENTER ARMORED, LLC, shall cease, and Company shall continue as the surviving entity of the merger (the "Surviving Entity").

3.2 Effective Time. Company and SMART CENTER ARMORED, LLC, will file articles of merger, in such appropriate form as determined by the parties, with the Secretary of State of the State of Florida in accordance with the relevant provisions of Florida Law (the "Plan of Merger") (the time of such filing as specified in the Articles of Merger being the "Effective Time").

3.3 Effect of The Merger. At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of Florida Law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Entity shall possess all the property, rights, privileges, powers and franchises of Company and SMART CENTER ARMORED, LLC, and shall be subject to all debts, liabilities and duties of Company and SMART CENTER ARMORED, LLC.

3.4 Articles of Organization; Regulations. (a) At the Effective Time, the Articles of Organization of SMART CENTER HOLDINGS, LLC., (f/k/a Smart

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Center Investments, LLC), as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law. (b) At the Effective Time, the Regulations, as in effect immediately prior to the Effective Time, shall be the Regulations of the Surviving Entity until thereafter amended.

**3.5 Directors And Officers.** The initial managers of the Surviving Entity shall be the managers of SMART CENTER HOLDINGS, LLC., (f/a Smart Center Investments, LLC), immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Entity shall be the officers of Company immediately prior to the Effective Time, until their respective successors are duly appointed.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Conversion of Membership Interest in Smart Center Armored, LLC. Each unit of membership interest of SMART CENTER ARMORED, LLC (the "Units of Membership Interest"), issued and outstanding immediately prior to the Effective Time will be canceled and extinguished.

(b) Each party to the merger certifies that no party has a right to acquire additional membership interests in the other entity at this time.

**FIFTH: Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this merger to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Company and SMART CENTER ARMORED, LLC, the officers, members and managers of the Company and SMART CENTER ARMORED, LLC, will take all such lawful and necessary action.

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**Signature of the Merging Company and the Surviving Entity:**

**The Surviving Entity:**  
**SMART CENTER HOLDINGS, LLC., a**  
**Florida limited liability company**  
**(W/k/a Smart Center Investments, LLC)**

By:   
Thomas A. Wenrich  
Manager

**The Merging Company:**  
**SMART CENTER ARMORED, LLC**

By:   
Thomas A. Wenrich  
Manager