



L75928

ACCOUNT NO. : 072100000032

REFERENCE

548123

4351668

AUTHORIZATION :

COST LIMIT : \$ ~~100.00~~ 175.00

ORDER DATE : September 30, 1997

ORDER TIME : 10:05 AM

700002307577--6

ORDER NO. : 548123-005

CUSTOMER NO: 4351668

CUSTOMER: Ms. Jennifer Labas  
Adt, Inc.  
1750 Clint Moore Road

Boca Raton, FL 334310835

ARTICLES OF MERGER

ADT, INC.

INTO

ALS HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY

2 Needed

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

*Handwritten initials and date: 9/30*

97 SEP 30 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP 30 PM 12:13  
OFFICE OF COMMERCE

ARTICLES OF MERGER

OF

ADT, INC.

INTO

ALS HOLDINGS, INC.

FILED  
97 SEP 30 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida General Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is ADT, INC.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, and which is to be the surviving corporation, is ALS HOLDINGS, INC.

3. The number of outstanding shares of ADT, INC. is 1,000, all of which are of one class, and all of which are owned by ALS HOLDINGS, INC.

4. The following is the Plan of Merger for merging ADT, INC. into ALS HOLDINGS, INC. as approved by resolution of the Board of Directors of ALS HOLDINGS, INC.:

"1. ALS HOLDINGS, INC., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of ADT, INC., which is a business corporation of the State of Florida, hereby merges ADT, INC. into ALS HOLDINGS, INC. pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the laws of the State of Delaware.

"2. The separate existence of ADT, INC. shall cease upon the effective date of the merger pursuant to the provisions of the Florida General Corporation Act, and ALS HOLDINGS, INC. shall continue its existence as the

surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. In the merger, ALS HOLDINGS, INC. shall succeed to all of the property, rights and privileges which were of ADT, INC. and shall assume all of the obligations which were of ADT, INC.

"4. The issued shares of ADT, INC. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

"5. The Board of Directors and the proper officers of ALS HOLDINGS, INC. 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."

5. The laws of the jurisdiction of organization of ALS HOLDINGS, INC. permit the merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of ALS HOLDINGS, INC.; and the merger of ADT, INC. into ALS HOLDINGS, INC. is in compliance with the laws of the jurisdiction of organization of ALS HOLDINGS, INC.

6. ALS HOLDINGS, INC., as the holder of all of the outstanding shares of ADT, INC., has waived the mailing of the copy of the Plan of Merger to itself.

Executed on September 30, 1997

ALS HOLDINGS, INC.

By:

  
Its ~~President~~ [Vice President]

  
Its ~~Secretary~~ [Assistant Secretary]

STATE OF FLORIDA )

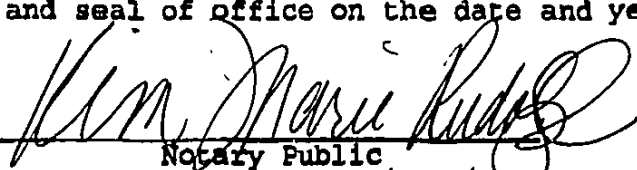
) SS.:

COUNTY OF PALM BEACH )

On this 30th day of September, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared \_\_\_\_\_, who acknowledged to me that he is the [President] [Vice-President] [Secretary] [Assistant Secretary] of ALS HOLDINGS, INC., and that he executed as said officer the foregoing Articles of Merger as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



  
Notary Public  
Commission Expires: 3/17/2000

[notarial seal]