

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

P00000039753

CONTACT: CINDY HICKS

DATE: 5.2.00

REF. #: 0150

CORP. NAME: Vanguard Acquisition Corp.

600003235126--8

-05/02/00--01052--008

\*\*\*\*\*78.75 \*\*\*\*\*78.75

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

STATE FEES PREPAID WITH CHECK# 7649 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING  
☐ CERTIFICATE OF STATUS

Examiner's Initials \_\_\_\_\_

FILED  
00 MAY -2 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. COULLETTE MAY 2 2000

RECEIVED  
01 MAY -2 AM 11:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

☐ PLAIN UNSTAMPED COPY

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VANGUARD SECURITY OF BROWARD COUNTY, INC., a Florida corporation,  
P95000039771

INTO

**VANGUARD ACQUISITION CORP.**, a Florida entity, P00000039753

File date: May 2, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
VANGUARD SECURITY OF BROWARD COUNTY, INC.  
INTO  
VANGUARD ACQUISITION CORP.**

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), VANGUARD SECURITY OF BROWARD COUNTY, INC., a Florida corporation (the "Non-Surviving Corporation") and VANGUARD ACQUISITION CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the board of directors and the shareholders the Non-Surviving Corporation by unanimous written consent as of April 28, 2000, and by the board of directors and the shareholders of the Survivor by unanimous written consent as of April 28, 2000, all in accordance with the provisions of Section 607.1103 of the Act.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 28 day of April, 2000.

**VANGUARD SECURITY OF BROWARD COUNTY, INC.**

David H. Shopay  
Signature

David H. Shopay, Pres.  
Print Name and Title

**VANGUARD ACQUISITION CORP.**

David H. Shopay, Pres  
By: David Shopay, President

**FILED**  
00 MAY -2 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated April 28, 2000, between VANGUARD SECURITY OF BROWARD COUNTY, INC., a Florida corporation, (the "Non-Surviving Corporation") and VANGUARD ACQUISITION CORP., a Florida corporation (the "Surviving Corporation" or "VANGUARD").

The Non-Surviving Corporation and VANGUARD desire to effect the statutory merger of the Non-Surviving Corporation with and into VANGUARD, with VANGUARD to survive such merger.

1. **Constituent Corporations.** The Non-Surviving Corporation and VANGUARD shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into VANGUARD.

2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into VANGUARD, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, VANGUARD shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporation presently issued and outstanding shall automatically be converted into the right to receive \_\_\_\_\_ shares of Cornwall Holdings, Inc., a Florida corporation, the parent company of VANGUARD.

4. **Articles of Incorporation.** The Articles of Incorporation of VANGUARD as of the Effective Date shall be the Articles of Incorporation 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 laws of the State of Florida.

5. **Bylaws.** The Bylaws of VANGUARD as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of VANGUARD in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is

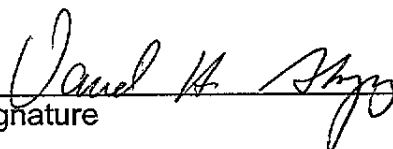
otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

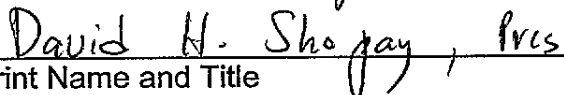
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and VANGUARD is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

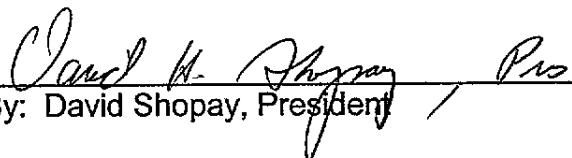
**IN WITNESS WHEREOF**, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

**VANGUARD SECURITY OF BROWARD COUNTY, INC.**

  
Signature

  
Print Name and Title

**VANGUARD ACQUISITION CORP.**

  
By: David Shopay, President