

Division of Corporations

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**P04000038604**Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE****LEVEL 5 SECURITY, INC.**

|                       |          |
|-----------------------|----------|
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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Level 6 Security, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erik T. Barstow

(Name of person)

Wiggin & Nourse, PA

(Name of firm/company)

670 North Commercial Street, Suite 305, P.O. Box 808

(Address)

Manchester, New Hampshire 03105-0808

(City/state and zip code)

For further information concerning this matter, please call:

Erik T. Barstow

(Name of person)

at ( 603 ) 629-4543

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| Name                   | Jurisdiction | Document Number<br>(If known/ applicable) |
|------------------------|--------------|-------------------------------------------|
| Level 5 Security, Inc. | Florida      | P04000038604                              |

Second: The name and jurisdiction of each merging corporation:

| Name                           | Jurisdiction | Document Number<br>(If known/ applicable) |
|--------------------------------|--------------|-------------------------------------------|
| Level 5 Installations, Inc.    | Florida      | P04000048858                              |
| Level 5 Video Monitoring, Inc. | Florida      | P04000048882                              |
|                                |              |                                           |
|                                |              |                                           |
|                                |              |                                           |

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.

OR 5 / 31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more  
at 11:30 p.m. than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
May 23, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
May 23, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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 05 MAY 27 AM 9:31  
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 TALLAHASSEE, FLORIDA

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**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

## References

Typed or Printed Name of Individual & Title

**Leland R. Decker, Inc.**

*[Handwritten signature]*

Michael W. Kautsky G.P. & General Counsel

**Level 5 Installations, Inc.**

*[Signature]*

Michael H. Kordach EVP & General Counsel

**Level 5 Video Monitoring, Inc.**

*[Signature]*

Michael W. Karpis, Esq. General Counsel

**PLAN OF MERGER****(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

**Name****Jurisdiction**Level 5 Security, Inc.Florida

The name and jurisdiction of each subsidiary corporation:

**Name****Jurisdiction**Level 5 Installations, Inc.FloridaLevel 5 Video Monitoring, Inc.Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effectiveness of the merger each share of Level 5 Installations, Inc. and Level 5 Video Monitoring, Inc. shall be converted into one (1) share of Level 5 Security, Inc.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: