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**P04 000116061**

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**MERGER OR SHARE EXCHANGE**

**HOMELAND INTEGRATED SECURITY SYSTEMS, INC.**

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*Merger*  
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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood  
Secretary of State

September 29, 2004

HOMELAND INTEGRATED SECURITY SYSTEMS, INC.  
2501 E. COMMERCIAL BLVD  
212  
FT. LAUDERDALE, FL 33308

SUBJECT: HOMELAND INTEGRATED SECURITY SYSTEMS, INC.  
REF: P04000116061

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE CORPORATE NAMES SHOWN ABOVE THE SIGNATURES ON THE LAST PAGE OF THE DOCUMENT.

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Darlene Connell  
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FAX Aud. #: E04000194146  
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**ARTICLES AND PLAN OF MERGER**  
**OF**  
**SECOND COLONIAL MINING AND ENGINEERING SERVICES, INC.**  
**(A Canada Corporation)**  
**WITH AND INTO**  
**HOMELAND INTEGRATED SECURITY SYSTEMS, INC.**  
**(A Florida Corporation)**

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The plan of merger is as follows:

1. Merger. **SECOND COLONIAL MINING and ENGINEERING SERVICES, INC.**, a Canada corporation ("CANADA"), shall be merged (the "Merger") with and into **HOMELAND INTEGRATED SECURITY SYSTEMS, INC.**, a Florida corporation bearing Document Number **PD 4000116061** ("FLORIDA"). FLORIDA and CANADA are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida (the "Effective Date"). Articles of Dissolution of the Canadian corporation shall be filed with the appropriate Canadian authorities.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation and the By Laws of FLORIDA shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. Succession. On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of CANADA, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. Conversion of Common Stock. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of CANADA's common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive ONE (1) fully paid and non-assessable share of FLORIDA's \$.00001 par value common stock. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

**SECOND:** The Effective Date of the Merger is the date upon which these Articles of

Merger are filed with the Secretary of the State of Florida.

**THIRD:** The Plan of Merger was adopted by FLORIDA's Board of Directors by Resolution dated September 20, 2004, and by CANADA's Board of Directors by Resolution dated September 20, 2004. Approval by CANADA's Majority Shareholders was obtained by written consent on September 20, 2004. Approval by FLORIDA'S Shareholders was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

**FOURTH:** The merger of the Constituent Corporations is permitted by the laws of the jurisdictions of organization of each Constituent Corporation and is in compliance with said laws.

Signed this 20th day of September, 2004.

HOMELAND INTEGRATED SECURITY SYSTEMS, INC., A Florida Corporation



By: Richard M. Muller  
President

SECOND COLONIAL MINING AND ENGINEERING SERVICES, INC., A Canada Corporation



By: Sandy Winick  
Chairman