

P92000007823

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526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 400002305104--4

-09/26/97--01085--025

\*\*\*\*122.50 \*\*\*\*122.50

1 The King Alarm Affiliates

(Corporation Name)

(Document #)

500002317675--8

-10/10/97--01093--012

\*\*\*\*80.00 \*\*\*\*80.00

2 (Corporation Name)

(Document #)

500002317675--8

-10/10/97--01093--013

\*\*\*\*200.00 \*\*\*\*200.00

3 (Corporation Name)

(Document #)

4 (Corporation Name)

(Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

EFFECTIVE DATE  
9-30-97

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR  
PICKUP BY C.C  
UCC SERVICES

Examiner's Initials

P92000007823

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

KINGALARM DISTRIBUTORS, INC. OF NEW JERSEY, a New Jersey corporation, not qualified in Florida

KINGALARM NATIONAL SALES, INC., a New Jersey corporation, not qualified in Florida

KINGALARM DISTRIBUTORS, INC., a New York corporation, not qualified in Florida

G.G.C. CORP., a New Jersey corporation, not qualified in Florida

GCG KING CORP., a New Jersey corporation, not qualified in Florida  
KAB KING, INC., a New Jersey corporation, not qualified in Florida

KA DISTRIBUTORS, INC. OF CALIFORNIA, a California corporation, not qualified in Florida

KINGALARM DISTRIBUTORS, INC. OF GEORGIA, a Georgia corporation, not qualified in Florida

KINGALARM DISTRIBUTORS, INC. OF MICHIGAN, a Michigan corporation, not qualified in Florida.

INTO

KINGALARM DISTRIBUTORS, INC., a Florida corporation, P92000007823

**File date: September 26, 1997, effective September 30, 1997**

**Corporate Specialist: Joy Moon-French**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 26, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: KINGALARM DISTRIBUTORS, INC.  
Ref. Number: P92000007823

*corrected  
and resubmitted*

We have received your document for KINGALARM DISTRIBUTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$280.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 497A00047825

RECEIVED  
DIVISION OF CORPORATIONS  
OCT 1 1997  
1:15 PM

*Please backdate  
to 9/26/97 - the  
original submission  
date.*

king.mer/art.

**FILED**

97 SEP 26 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

of

The KingAlarm Affiliates  
(defined herein)

with and into

KINGALARM DISTRIBUTORS, INC., a Florida corporation

**EFFECTIVE DATE**  
9-30-97

The KingAlarm Affiliates (defined below) and KingAlarm Distributors, Inc. a Florida corporation ("KingFL"), in connection with a merger pursuant to the laws of the State of Florida, do hereby certify as follows:

FIRST: The surviving corporation shall be KingFL, a Florida corporation, and the merging corporations shall be all of the following nine corporations (the "KingAlarm Affiliates"):

1. KingAlarm Distributors, Inc. of New Jersey, a New Jersey corporation.
2. KingAlarm National Sales, Inc., a New Jersey corporation
3. KingAlarm Distributors, Inc., a New York corporation
4. G.G.C. Corp., a New Jersey corporation
5. GCG King Corp., a New Jersey corporation
6. KAB King, Inc., a New Jersey corporation
7. KA Distributors, Inc. of California, a California corporation
8. KingAlarm Distributors, Inc. of Georgia, a Georgia corporation
9. KingAlarm Distributors, Inc. of Michigan, a Michigan corporation

SECOND: The terms and conditions of the merger are contained in the Plan of Merger which is attached hereto as Exhibit A.

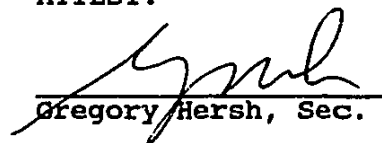
THIRD: In the manner prescribed by Chapter 607 of the Florida Business Organizations Statutes, the shareholders of each

of the KingAlarm Affiliates and KingFL approved the Plan of Merger on the date of September 11, 1997.

FOURTH: The Effective Date of this merger shall be September 30, 1997, and the Merger shall be deemed to be completed upon such date.

IN WITNESS WHEREOF, each of the KingAlarm Affiliates and KingFL have caused their duly authorized officers to execute these Articles of Merger, this 11 day of <sup>September</sup>~~August~~, 1997.

ATTEST:

  
Gregory Hersh, Sec.

KINGALARM DISTRIBUTORS, INC.,  
a Florida corporation

BY:   
Glenn Fischer, Chairman

  
Gregory Hersh, Sec.

KINGALARM DISTRIBUTORS, INC.  
OF NEW JERSEY, a New Jersey  
corporation

BY:   
Glenn Fischer, Chairman

  
Gregory Hersh, Sec.

KINGALARM NATIONAL SALES, INC.  
a New Jersey corporation

By:   
Glenn Fischer, Chairman

  
Gregory Hersh, Sec.

KINGALARM DISTRIBUTORS, INC.,  
a New York corporation

By:   
Glenn Fischer, Chairman


  
Gregory Hersh, Sec.

G.G.C. CORP., a New Jersey  
corporation

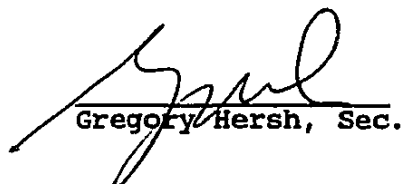
By:   
Glenn Fischer, Chairman

  
Gregory Hersh, Sec.

  
Gregory Hersh, Sec.

  
Gregory Hersh, Sec.

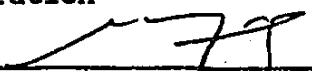
  
Gregory Hersh, Sec.

  
Gregory Hersh, Sec.

GCG KING CORP., a New  
Jersey corporation

By:   
Glenn Fischer, Chairman

KAB KING, INC., a New Jersey  
corporation

By:   
Glenn Fischer, Chairman

KA DISTRIBUTORS, INC. OF  
CALIFORNIA, a California  
corporation

By:   
Glenn Fischer, Chairman

KINGALARM DISTRIBUTORS, INC.  
OF GEORGIA, a Georgia  
corporation

By:   
Glenn Fischer, Chairman

KINGALARM DISTRIBUTORS, INC.  
OF MICHIGAN, a Michigan  
corporation

By:   
Glenn Fischer, Chairman

**EXHIBIT A**  
**Plan of Merger**



## PLAN OF MERGER

THIS PLAN OF MERGER, dated September 11, 1997, is made by and between KingAlarm Distributors, Inc., a Florida corporation ("KingFL") and the following nine corporations: KingAlarm Distributors, Inc. of New Jersey, a New Jersey corporation; KingAlarm National Sales, Inc., a New Jersey corporation; KingAlarm Distributors, Inc., a New York corporation; G.G.C. Corp., a New Jersey corporation; GCG King Corp., a New Jersey corporation; KAB King, Inc., a New Jersey corporation; KA Distributors, Inc. of California, a California corporation; KingAlarm Distributors, Inc. of Georgia, a Georgia corporation; and KingAlarm Distributors, Inc. of Michigan, a Michigan corporation (collectively, the "KingAlarm Affiliates").

### W I T N E S S E T H:

WHEREAS, KingFL and the KingAlarm Affiliates deem it advisable for the benefit of their respective companies and their shareholders, that the KingAlarm Affiliates merge with and into KingFL (the "Merger");

NOW THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties hereto agree as follows:

1. Actions to be Taken: Upon the Effective Date of the Merger (as defined below) and pursuant to the laws of the respective jurisdictions of KingFL and each of the KingAlarm Affiliates, the following shall occur:

(a) The KingAlarm Affiliates shall be merged with and into KingFL.

(b) KingFL shall be the surviving corporation of the Merger, and the separate existence of each of the KingAlarm Affiliates shall cease, and thereupon KingFL and the KingAlarm Affiliates shall be a single corporation.

(c) The Certificate of Incorporation of KingFL shall continue in full force as the Certificate of Incorporation of the surviving corporation.

(d) KingFL, as the surviving corporation, shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of the KingAlarm Affiliates.

(e) The By-laws of KingFL, without any amendment or change thereto, will be and remain the By-laws of the surviving corporation until amended as provided by law.

(f) As soon as practical, Articles of Merger, will be properly completed and executed in accordance with the laws of the State of Florida and shall, together with this Plan of Merger, be filed with the Secretary of State of the State of Florida. In addition, Certificates of Merger for each of the jurisdictions where the KingAlarm Affiliates are organized shall be filed in the jurisdictions of such organization.

(g) KingFL and the KingAlarm Affiliates shall take such other and further actions as may be required by applicable law in connection with the consummation of the Merger.

2. Effective Date of Merger: The Articles of Merger shall be filed with the Florida Secretary of State and all such other filings required in the jurisdictions of the KingAlarm Affiliates

shall be made and the Merger shall become effective as of September 30, 1997. The date when the Merger becomes effective is referred to in this Plan of Merger as the "Effective Date" of the Merger.

3. Capital Stock of Surviving Corporation: At and following the Effective Date of the Merger, all issued and outstanding shares of KingFL common stock (the "KingFL Common Stock") will continue to be outstanding, and each certificate of KingFL Common Stock evidencing ownership of any such shares will continue to evidence ownership of the same number of shares.

4. Cancellation of the Capital Stock of the KingAlarm Affiliates: Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share of the capital stock of the KingAlarm Affiliates issued and outstanding prior to the Effective Date of the Merger will immediately cease to be outstanding and shall automatically be canceled and retired, and each share of the capital stock of the KingAlarm Affiliates that, prior to the Effective Date of the Merger, was issued and held in the treasury of any of the KingAlarm Affiliates will be immediately canceled and retired, and each authorized but unissued share of the capital stock of the KingAlarm Affiliates will cease to exist.

5. Number and Designation of Shares Outstanding: The number and designation of outstanding shares of KingFL and the KingAlarm Affiliates at the time of Merger shall be as follows (all such shares are of common stock, without par value, and are entitled

to vote):

Corporation:

Shares Outstanding

KingFL.....	300
KingAlarm Distributors, Inc. of New Jersey.....	300
KingAlarm National Sales, Inc.....	100
KingAlarm Distributors, Inc.....	200
G.G.C. Corp.....	1500
GCG King Corp.....	150
KAB King, Inc.....	300
KA Distributors, Inc. of California.....	300
KingAlarm Distributors, Inc. of Georgia.....	300
KingAlarm Distributors, Inc. of Michigan.....	300

No class or series of shares of any of the corporations is entitled to vote as a class.

IN WITNESS WHEREOF, KingFL and the KingAlarm Affiliates have caused their duly authorized officers to execute this Plan of Merger this \_\_\_\_ day of August, 1997.

ATTEST:

KINGALARM DISTRIBUTORS, INC.,  
a Florida corporation

Gregory Hersh, Sec.

BY: Glenn Fischer, Chairman

KINGALARM DISTRIBUTORS, INC.  
OF NEW JERSEY, a New Jersey  
corporation

Gregory Hersh, Sec.

BY: Glenn Fischer, Chairman

KINGALARM NATIONAL SALES, INC.  
a New Jersey corporation

Gregory Hersh, Sec.

By: Glenn Fischer, Chairman

KINGALARM DISTRIBUTORS, INC.,  
a New York corporation

Gregory Hersh, Sec.

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

G.G.C. CORP., a New Jersey  
corporation

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

GCG KING CORP., a New  
Jersey corporation

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

KAB KING, INC., a New Jersey  
corporation

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

KA DISTRIBUTORS, INC. OF  
CALIFORNIA, a California  
corporation

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

KINGALARM DISTRIBUTORS, INC.  
OF GEORGIA, a Georgia  
corporation

By: Glenn Fischer, Chairman

Gregory Hersh, Sec.

KINGALARM DISTRIBUTORS, INC.  
OF MICHIGAN, a Michigan  
corporation

By: Glenn Fischer, Chairman