



**THE UNITED STATES
CORPORATION
COMPANY**

P9500005202/

ACCOUNT NO. : 072100000032

REFERENCE : 612989 4307980

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquette

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -2 AM 10:00

FILED

ORDER DATE : November 25, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 612989-005

CUSTOMER NO: 4307980

CUSTOMER: Linda S. Murray, Legal Asst
Wilmer, Cutler & Pickering
2445 M Street, N.w.

Merger

Washington, DC 20037

100002360711--1

ARTICLES OF MERGER

PROTECH MONITORING, INC.

INTO

PRO TECH MONITORING

PLEASE RETURN THE FOLLOWING AS PROOF

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY

Name	12/2/97
Availability	
INC	
Examiner	<i>Don</i>
Updater	<i>Don</i>
Update	
Verify	<i>Don</i>
Acknowledgement	<i>Don</i>
W.P. Verify	

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
97 DEC -2 AM 10:46
DIVISION OF CORPORATION

P95000052021

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROTECH MONITORING, INC., a Florida corporation P95000052021
,

INTO

PRO TECH MONITORING, INC., a Delaware corporation not qualified in
Florida.

File date: December 2, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

FILED
97 DEC -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

PROTECH MONITORING, INC.
(a Florida Corporation)

WITH AND INTO

PRO TECH MONITORING, INC.
(a Delaware Corporation)

To the Department of State
State of Florida

Pursuant to the provisions of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, the domestic business corporation and Parent and the foreign business corporation and Subsidiary of Parent herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger (the "Plan of Merger") for merging Protech Monitoring, Inc., a Florida corporation (the "Non-Surviving Corporation"), with and into Pro Tech Monitoring, Inc., a Delaware corporation (the "Surviving Corporation").

2. The shareholders of the Non-Surviving Corporation entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by unanimous written consent on November 15, 1997, in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act.

3. The merger of the Non-Surviving Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the Board of Directors of the Surviving Corporation was November 15, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 10 A.M. on December 2, 1997.

Executed on December 2, 1997

PROTECH MONITORING, INC.
(a Florida Corporation)

By: Robert Martinez
Name: Robert Martinez
Office: President

PRO TECH MONITORING, INC.
(a Delaware Corporation)

By: Robert Martinez
Name: Robert Martinez
Office: President

PLAN OF MERGER
OF
PROTECH MONITORING, INC.
(a Florida corporation)
AND
PRO TECH MONITORING, INC.
(a Delaware corporation)

This PLAN OF MERGER (the "Plan") is between Protech Monitoring, Inc., a business corporation organized under the laws of the State of Florida, and Pro Tech Monitoring, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Protech Monitoring, Inc., a Florida corporation (the "Non-Surviving Corporation"), plans to merge is Pro Tech Monitoring, Inc., a Delaware corporation (the "Surviving Corporation").

1. The Non-Surviving Corporation and the Surviving Corporation shall, pursuant to the provisions of the Florida Business Corporation Act ("FLBCA") and the provisions of the General Corporation Law of the State of Delaware ("DGCL") be merged with and into a single corporation, which shall be the Surviving Corporation upon the effective time and date of the merger, and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the DGCL. The separate existence of the Non-Surviving Corporation shall cease at the effective time and date of the merger in accordance with the provisions of the FLBCA.

2. The Certificate of Incorporation of the Surviving Corporation after the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of the Surviving Corporation before the merger, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

3. The Bylaws of the Surviving Corporation after the effective time and date of the merger in the jurisdiction of its organization will be the Bylaws of the Surviving Corporation before the merger and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first 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 or the provisions of the DGCL.

5. The shares of capital stock issued and outstanding held by each shareholder of the Non-Surviving Corporation immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into, and, upon delivery of the certificates therefore to the Surviving Corporation, exchangeable for, a number of fully paid and nonassessable shares of capital stock of the Surviving Corporation, equivalent to the class of capital stock and the number of shares of capital stock of the Non-Surviving Corporation, held by such shareholder, prior to the Merger.

6. Each share of capital stock issued and held in the Non-Surviving Corporation's treasury or by a wholly-owned subsidiary of the Non-Surviving Corporation immediately prior to the Effective Time, if any, shall, by virtue of the Merger, cease to be outstanding and shall be canceled and retired and shall cease to exist without payment of any consideration therefor.

7. Each share of capital stock of the Surviving Corporation, issued and outstanding immediately prior to the Effective Time, which is then owned beneficially or of record by the Non-Surviving Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, without any consideration therefor.

8. At the Effective Time, all options, rights or warrants, if any (the "Predecessor Stock Options"), to purchase shares of capital stock of the Non-Surviving Corporation, then outstanding, whether or not exercisable, will be assumed by the Surviving Corporation, except that such Predecessor Stock Option shall become exercisable for an equivalent number and class or series of capital stock of the Surviving Corporation (each a "Successor Stock Option"). Each Predecessor Stock Option so assumed by the Surviving Corporation under this Plan will have, and be subject to, the same terms and conditions as set forth in the plan or instrument pursuant to which it was issued immediately prior to the Effective Time and the agreement by which it is evidenced. As soon as reasonably practicable after the Effective Time, the Surviving Corporation will issue to each holder of an outstanding Predecessor Stock Option a notice describing the foregoing assumption of such Predecessor Stock Option by the Corporation.

9. At the Effective Time the holders of certificates representing capital stock in the Non-Surviving Corporation shall cease to have any rights as shareholders of the Non-Surviving Corporation, except the right to receive the Merger Consideration upon the surrender of such certificates in accordance.

10. The shareholders of the Non-Surviving Corporation who, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the FLBCA, may be entitled, if they comply with the provisions of the FLBCA, regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

11. The Effective Time of the Merger shall be the Effective Time set forth in the Articles of Merger.