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ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL SECURITY & ALARM SERVICE COMPANY, a Florida corporation,
document number P98000039778

INTO

NATIONAL ALARM SYSTEMS, INC., a Florida entity, P97000088415

File date: October 25, 1999

Corporate Specialist: Karen Gibson

October 25, 1999

NATIONAL ALARM SYSTEMS, INC.
P O BOX 9754
CORAL SPRINGS, FL 33075

SUBJECT: NATIONAL ALARM SYSTEMS, INC.
REF: P97000088415

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000026763
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ARTICLES OF MERGER

National Alarm Systems, Inc., a Florida corporation (the "Corporation"), pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, adopts the following Articles of Merger for the purpose of merging National Security & Alarm Service Company, a Florida corporation, into the Corporation, the latter of which is to survive the merger:

ARTICLE I

That certain Plan of Merger, attached and made a part of this instrument, was duly approved by resolution of the directors and shareholders of the undersigned merging corporations, on the 1 day of October, 1999.

ARTICLE II

The effective date of the merger shall be the date of the filing hereof with the Secretary of State.

IN WITNESS WHEREOF, the undersigned have set his seal this 1 day of October, 1999.

NATIONAL ALARM SYSTEMS, INC.

By: 

Michael Brauser, Director/President

NATIONAL SECURITY & ALARM SERVICE COMPANY

By: 

Michael Brauser, Director/President

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PLAN OF MERGER

PLAN OF MERGER of NATIONAL ALARM SYSTEMS, INC., a Florida corporation (the "Surviving Corporation"), and NATIONAL SECURITY & ALARM SERVICE COMPANY, a Florida corporation (the "Absorbed Corporation").

1. MERGER

1.1 The Absorbed Corporation shall be, as of the Effective Date (as defined in Section 1.3 hereof), merged into the Surviving Corporation, which Surviving Corporation shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of Florida.

1.2 The requisite documents shall be filed with the Florida Department of State in order to consummate the merger in accordance with the laws of Florida.

1.3 The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State. The date upon which the merger shall become effective as defined by this Section 1.3 is referred to in this Plan as the "Effective Date."

**2. NAME AND CONTINUED CORPORATE
EXISTENCE OF SURVIVING CORPORATION**

2.1 The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the corporate name, identity, existence, purpose, powers, objects, franchises, rights and immunities of the Absorbed Corporation shall be wholly merged into the Surviving Corporation,

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which shall be fully vested therewith. On the Effective Date, the separate existence of the Absorbed Corporation, except insofar as continued by statute, shall cease.

3. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

3.1 On and after the Effective Date, the Articles of Incorporation of the Surviving Corporation (the "Articles") in effect on the Effective Date shall remain and be the Articles of the Surviving Corporation until the same shall be altered, amended or repealed, or until new Articles shall be adopted, in accordance with the provisions of law, the By-Laws or the Articles of the Surviving Corporation.

4. BY-LAWS OF SURVIVING CORPORATION

4.1 On and after the Effective Date, the By-Laws of the Surviving Corporation in effect on the Effective Date shall remain and be the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions of law, the By-Laws or the Articles of the Surviving Corporation.

5. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

5.1 The number of directors of the Surviving Corporation shall be fixed by the By-Laws and may be altered from time to time as provided in the By-Laws or Articles of the Surviving Corporation and the directors of the Surviving Corporation in office prior to the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their successors

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shall have been duly elected and shall have qualified, or as otherwise provided in the Articles of the Surviving Corporation or its By-Laws.

5.2 The officers of the Surviving Corporation in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their successors shall have been elected or appointed and shall have qualified, or as otherwise provided in the By-Laws of the Surviving Corporation.

6. CAPITAL STOCK OF SURVIVING CORPORATION

6.1 The manner and basis of causing the shares of the Absorbed Corporation to constitute or be converted into shares of the Surviving Corporation shall be as follows: The shares of the Absorbed Corporation heretofore issued and outstanding shall be surrendered by its stockholders for cancellation.

7. ASSETS AND LIABILITIES

7.1 On the Effective Date, all property, real, personal and mixed, and all debts due to the Surviving Corporation or the Absorbed Corporation on whatever account (except any debts owing by one of them to the other, which debts shall be cancelled and discharged in full by the merger), and all and every other interest of or belonging to the Surviving Corporation or the Absorbed Corporation shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Surviving Corporation as it was of the Absorbed Corporation, and the title to any real estate or any interest therein, whether vested by deed or otherwise in the Surviving Corporation or the Absorbed Corporation, shall not revert or be in any way impaired by

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reason of the merger; provided, however, that all rights of creditors and all liens upon the property of the Absorbed Corporation or the Surviving Corporation shall be preserved unimpaired and any debts, liabilities, obligations and duties of the Absorbed Corporation shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with the creditors. Any action or proceeding pending by or against the Surviving Corporation or the Absorbed Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Absorbed Corporation. Officers and shareholders of the Surviving Corporation or the Absorbed Corporation shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken all such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation, or its successors and assigns, title to and possession of all the aforesaid property and rights and to otherwise carry out the intent and purposes of this Agreement.

7.2 This transaction is intended to qualify as a reorganization as defined in Section 368(a)(1) of the Internal Revenue Code of 1986. Accordingly, on and after the Effective Date, the books and records of the Surviving Corporation shall be maintained in such a manner as to appropriately reflect a consummation of the aforescribed reorganization and all reports required to be filed with the Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

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