

P 98000047524



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 303252 4344659

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 78.75

ORDER DATE : July 12, 1999

ORDER TIME : 9:51 AM

ORDER NO. : 303252-005

CUSTOMER NO: 4344659

300002928263--B

CUSTOMER: Ms. Terri Lahner
Greenberg Traurig Hoffman
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

ARTICLES OF MERGER

SUNCOAST HOME AUTOMATION, INC.

INTO

SUNCOAST AUTOMATION, INC.

FILED
99 JUL 12 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

RECEIVED
99 JUL 12 PM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. COULLETTE JUL 12 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNCOAST HOME AUTOMATION, INC. a Florida corporation, P98000047524

INTO

SUNCOAST AUTOMATION, INC.. a Delaware corporation not qualified in
Florida

File date: July 12, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
SUNCOAST HOME AUTOMATION, INC.
(a Florida corporation)
WITH AND INTO
SUNCOAST AUTOMATION, INC.
(a Delaware corporation)

FILED
99 JUL 12 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger (the "Agreement and Plan"), providing for the merger (the "Merger") of Suncoast Home Automation, Inc., a Florida corporation, with and into Suncoast Automation, Inc., a Delaware corporation, is attached hereto as Exhibit "A" and made a part hereof by reference.

2. The stockholders of Suncoast Home Automation, Inc., a Florida corporation, entitled to vote on the aforesaid Agreement and Plan approved and adopted the Agreement and Plan by unanimous written consent executed in lieu of a special meeting on July 8, 1999.


3. The Merger of Suncoast Home Automation, Inc., a Florida corporation, with and into Suncoast Automation, Inc., a Delaware corporation, is permitted by the General Corporation Law of the State of Delaware, and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan was July 8, 1999.

4. The Merger shall become effective as of the date of filing these Articles of Merger with the Florida Department of State and the filing of a corresponding Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of Suncoast Home Automation, Inc., a Florida corporation, and Suncoast Automation, Inc., a Delaware corporation, on this 8th day of July, 1999.


SUNCOAST HOME AUTOMATION, INC., a
Florida corporation

By:


KENT P. SPEARS, President

SUNCOAST AUTOMATION, INC., a Delaware
corporation

By:


KENT P. SPEARS, President

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
SUNCOAST HOME AUTOMATION, INC.
(a Florida corporation)
AND
SUNCOAST AUTOMATION, INC.
(a Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 8th day of July, 1999 by and between Suncoast Home Automation, Inc., a business corporation organized under the laws of the State of Florida, and Suncoast Automation, Inc., a corporation organized under the laws of the State of Delaware. The Agreement and Plan was adopted on July 8, 1999 by resolution of the Board of Directors and Stockholders of Suncoast Home Automation, Inc., a Florida corporation, and adopted on July 8, 1999 by resolution of the Board of Directors of Suncoast Automation, Inc., a Delaware corporation. The names of the corporations planning to merge are Suncoast Home Automation, Inc., a Florida corporation, and Suncoast Automation, Inc., a Delaware corporation. The name of the surviving corporation into which Suncoast Home Automation, Inc., a Florida corporation, plans to merge is Suncoast Automation, Inc., a Delaware corporation.

1. Suncoast Home Automation, Inc., a Florida corporation, and Suncoast Automation, Inc., a Delaware corporation, shall, pursuant to the provisions of the Business Corporation Act of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Suncoast Automation, Inc., a Delaware corporation, which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as surviving corporation under the name Suncoast Automation, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Suncoast Home Automation, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Business Corporation Act of the State of Florida.

2. The Certificate of Incorporation of the surviving corporation on the effective date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation 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 General Corporation Law of the State of Delaware.

3. The Bylaws of the surviving corporation on the effective date of the merger in the State of Delaware shall be the Bylaws of said surviving corporation 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their

Exhibit "A"

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.

5. Each issued share of the non-surviving corporation shall, on the effective date of the merger, be converted into One (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement and Plan of Merger has been submitted to the shareholders of the non-surviving corporation for their approval on July 8, 1999 in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida, and the merger of the non-surviving corporation with and into the surviving corporation has been authorized in the manner prescribed by the General Corporation Law of the State of Delaware.

7. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

9. The merger shall become effective on the date on which the Articles of Merger have been filed with the Department of State of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of the non-surviving corporation and the surviving corporation.

SUNCOAST HOME AUTOMATION, INC.,
a Florida corporation

By: 
Name: Kent P. Spears
Title: President

SUNCOAST AUTOMATION, INC.
a Delaware corporation

By: 
Name: Kent P. Spears
Title: President