

P98000049289

(Requestor's Name)

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(Address)

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merger

08/25/08--01048--003 **78.75

FILED
2008 SEP 11 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
9/18/08

*20789, 00721, 00524, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Safeguard America

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steven Masdeu

(Contact Person)

Safeguard America, Inc.

(Firm/Company)

3935 NW 26th Street

(Address)

Miami, Florida 33142

(City/State and Zip Code)

For further information concerning this matter, please call:

Steven Masdeu

(Name of Contact Person)

At (305) 972 1692

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2008

Steven Masdeu
Safeguard America, Inc.
3935 NW 26th Street
Miami, FL 33142

SUBJECT: SAFEGUARD AMERICA, INC
Ref. Number: P08000076809

We have received your document for SAFEGUARD AMERICA, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please sign the articles of merger as the president of both corporations in the space provided on the second page of the articles of merger (seventh paragraph). Please state on the first page of the plan of merger (third paragraph) that you are changing the name of the surviving corporation to Safeguard America, Inc. This information needs to be included in the actual merger and not as an attachment (minutes of directors meeting).

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 808A00048060

RECEIVED
2008 SEP 11 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

FILED

2008 SEP 14 PM 3:36

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Safeguard America Security & Investigations, Inc.	State of Florida	P98000049289

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Safeguard America, Inc	State of Florida	P08000076809
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 21, 2008 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on August 21, 2008 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Safeguard America Security & Investigations, Inc.

s, inc. 

Steven Masdeu President Only Shareholder

Safeguard America, Inc

Z M

Steven Masdeu President only shareholder

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionSafeguard America Security & Investigations, Inc.State of Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionSafeguard America, Inc.State of Florida

Third: The terms and conditions of the merger are as follows:

THE PLAN OF MERGER IS TO ACQUIRE SAFEGUARD AMERICA, INC AND DISSOLVE ITS SHARES.

SCM 9/18/09

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

The surviving corporation will change its name to Safeguard America, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
SAFEGUARD AMERICA SECURITY AND INVESTIGATIONS, INC.

This special meeting of directors was held at 3935 NW 26th Street, Miami, Florida 33142 on August 21, 2008 @ 2:30 PM

The following Directors were Present

Steven Masdeu

being all the Directors of the Corporation.

1. A discussion was had among the Directors as to the relative of merging corporations. Applications is attached hereto

Upon motion duly made, seconded and carried, it was

RESOLVED that the corporation by and through its President is hereby authorized to execute the Application for merger between Safeguard America Security & Investigations, Inc a Florida Corporation and Safeguard America, Inc.

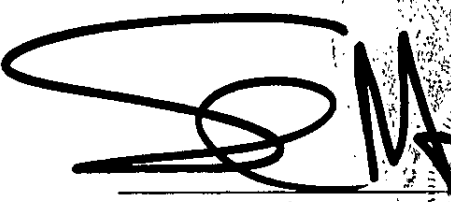
2. A discussion was had among the Directors as to the relative of corporate name change

Upon motion duly made, seconded and carried, it was

RESOLVED that the corporation by and through its President is hereby authorized to execute the registered name change from Safeguard America Security & Investigations, Inc. to registered name Safeguard America, Inc.

There being no further business before the meeting, on motion duly made seconded and carried, the meeting was adjourned.

Date August 21, 2008


Steven Masdeu Director

