

P99000095682

LAW OFFICE OF
GERMAN & ASSOCIATES, P.A.

NORTH BROWARD PROFESSIONAL CENTER
SUITE 320

100 EAST SAMPLE ROAD
POMPANO BEACH, FLORIDA 33064
TELEPHONE (954) 788-7979
TELECOPIER (954) 788-5211

TRANSMITTAL LETTER

January 3, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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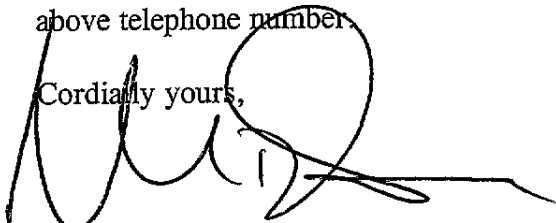
Re: Articles of Merger Risk Free Management, Inc.- Creative Risk Management, Inc.

Dear Clerk:

Enclosed is the original and one (1) copy of the articles of merger for the above referenced corporations. Accordingly, the filing fee is enclosed.

Please return all correspondences concerning this matter to the above address. Additionally, should you need to call someone concerning this matter, please call the undersigned at the above telephone number.

Cordially yours,



Mario D. German, Esq.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 7 PM 2:29
RECEIVED
00 JAN - 7 AM 11:37
DIVISION OF CORPORATIONS

merger & name change
LFT
2-9-2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CREATIVE RISK MANAGEMENT, INC., a Pennsylvania corporation (Document
#F96000000348)

INTO

RISK FREE MANAGEMENT, INC. which changed its name to

CREATIVE RISK MANAGEMENT, INC., a Florida entity, P99000095682.

File date: February 7, 2000

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2000

MARIO D. GERMAN, ESQ.
NO. BROWARD PROFESSIONAL CENTER
100 E. SAMPLE RD., STE. 320
POMPANO BEACH, FL 33064

SUBJECT: RISK FREE MANAGEMENT, INC.
Ref. Number: P99000095682

We have received your document for RISK FREE MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00002495

RECEIVED
00 FEB - 7 AM 8:00
DIVISION OF CORPORATIONS

00 FEB -7 PM 12: 29

ARTICLES OF MERGER
(Profit Corporations)

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

FIRST: The name and jurisdiction of the **surviving** corporation are:

Name and Street Address

Jurisdiction

Risk Free Management, Inc.
7670 North Tree Way
Lake Worth, Florida 33467

Florida

SECOND: The surviving corporation shall amend its name to Creative Risk Management, Inc.

THIRD: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

Name and Street Address

Jurisdiction

Creative Risk Management, Inc.
7670 North Tree Was
Lake Worth, Florida 33467

Pennsylvania

FOURTH: The Plan of Merger is attached. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger is attached.

SIXTH: Adoption of Merger by **surviving** corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 1999.

SEVENTH: Adoption of Merger by **merging** corporation(s)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 1999.

Name of Corporation

Signature(s)

Risk Free Management, Inc.

MARIO D. GERMON

Vice president

Creative Risk Management, Inc.

Mario D. German

Vice-president

PLAN OF MERGER

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

FIRST: The exact name and jurisdiction of each **merging** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Risk Free Management, Inc. 7670 North Tree Way Lake Worth, Florida 33467	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Risk Free Management, Inc. 7670 North Tree Way Lake Worth, Florida 33467	Florida
Creative Risk Management, Inc. 7670 North Tree Way Lake Worth, Florida 33467	Pennsylvania

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

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 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:

All issued and outstanding CRM shall be converted to fifty (50) common shares, per value \$.01 per share of the surviving corporation.

FOURTH: Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Article One of the Articles of Incorporation of Risk Free Management, Inc. is amended to read as follows:

ARTICLE I

The name of the Corporation is: Creative Risk Management, Inc.

FIFTH: Representations and Warranties. Each party hereby represents and warrants to the other that such party: (i) is a corporation duly organized and in good standing in its jurisdiction of incorporation; (ii) has obtained the approval of its board of directors to effect the Merger; and (iii) has full power and authority to execute, deliver and perform this Agreement.

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: The dividing corporation is a domestic Penn. Corporation and the plan of division was adopted by action of the share holders pursuant to 15 Pa. C.5 section 1905.

SEVENTH: ACCOMPLISHMENT OF MERGER

Further Assurances. The parties hereto each agree to execute such documents and instruments and to take whatever action may be necessary or desirable to consummate Merger.

MISCELLANEOUS PROVISIONS

EIGHT: (1.) Governing Law. This Agreement shall be construed under and in accordance with the laws of the State of Florida applicable to Contracts to be fully performed such State, without giving effect to choice of law principles.

(2.) Headings. The headings set forth therein are for convenience only and shall not be used in interpreting the text of the section in which they appear.

(3.) Binding Effect: Successors and Assigns. This agreement may not be assigned by either party without the written consent of the other party; this Agreement shall be binding upon and inure to the benefit of the respective successors and permitted assigns to the parties hereto.

(4.) Reimbursement of Expenses. Upon the closing to the Merger under this Agreement, the Surviving Corporation shall promptly reimburse the officers, directors and shareholders of Cyber Sentry, as the case may be, for all costs and expenses incurred by any of such persons in connection with the Purchase Agreement and the Merger, including without limitation all legal fees and expenses.