

S32305

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MERGER OR SHARE EXCHANGE

Integrated Products and Services Incorporated

Certificate of Status	0
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JUDICIAL CIRCUIT IN AND FOR THE 11TH JUDICIAL CIRCUIT IN FLORIDA

ARTICLES OF MERGER
of
FLORIDA STATE FIRE & SECURITY, INC.
(a Florida Corporation, the Subsidiary and the Merging Corporation)

with and into

INTEGRATED PRODUCTS AND SERVICES INCORPORATED
(a New York Corporation, the Parent and the Surviving Corporation)

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

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Integrated Products and Services Incorporated	New York	N/A

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Florida State Fire & Security, Inc.	Florida	S32305

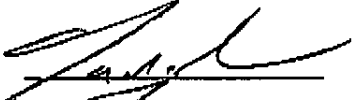
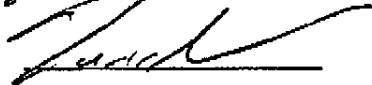
THIRD: The Plan of Merger is attached hereto as Attachment A.

FOURTH: The Merger shall become effective on March 30, 2011.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on March 15, 2011 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on March 15, 2011 and shareholder approval was not required.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of Officer</u>	<u>Typed Name of Individual & Title</u>
Florida State Fire & Security, Inc.		Toby W. Smith, Secretary
Integrated Products and Services Incorporated		Toby W. Smith, Secretary

**ATTACHMENT A
PLAN OF MERGER**

PLAN OF MERGER

of

FLORIDA STATE FIRE & SECURITY, INC.
(A Florida Corporation)

with and into

INTEGRATED PRODUCTS AND SERVICES INCORPORATED
(A New York Corporation)

THIS PLAN OF MERGER (this "Plan") is adopted pursuant to Section 607.1104 of the Florida Statutes and Section 905 of the New York Business Corporation Law with respect to the merger of FLORIDA STATE FIRE & SECURITY, INC., a Florida corporation (the "Subsidiary Corporation"), and INTEGRATED PRODUCTS AND SERVICES INCORPORATED, a New York corporation (the "Parent Corporation").

WITNESSETH

WHEREAS, the Parent Corporation owns 100% of the issued and outstanding shares of the Subsidiary Corporation; and

WHEREAS, the Boards of Directors of the Parent Corporation and the Subsidiary Corporation, respectively, deem it advisable that the Subsidiary Corporation merge with and into the Parent Corporation, with the Parent Corporation to be the surviving corporation, pursuant to the provisions of Section 607.1104 of the Florida Statutes and Section 907 of the New York Business Corporation Law.

NOW, THEREFORE, the Plan of Merger is as follows:

1. Names. The name of the subsidiary corporation and the merging corporation is FLORIDA STATE FIRE & SECURITY, INC., a Florida corporation. Florida State Fire & Security, Inc. was formed under the name "Florida State Sales & Services, Inc." The name of the parent corporation and the surviving corporation is INTEGRATED PRODUCTS AND SERVICES INCORPORATED, a New York corporation.
2. Merger. In the merger (the "Merger"), the Subsidiary Corporation shall be merged with and into the Parent Corporation.
3. Effective Date. The Merger shall become effective on March 30, 2011 (the "Effective Date").
4. Shares of Merging Corporation. The number of outstanding shares of each class and series of the Subsidiary Corporation is 1,000 shares of common stock, all of which are owned directly by the Parent Corporation.

5. Conversion of Outstanding Stock. The manner and basis of converting the shares of each corporation into shares of the surviving corporation shall be as follows:

(a) On the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of the Subsidiary Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished and no consideration shall be paid in respect thereof.

(b) On the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of the Parent Corporation issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding after the Merger.

6. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of the Parent Corporation, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and Bylaws of the Parent Corporation as the surviving corporation in the Merger, and thereafter until amended as provided therein and under the laws of the State of New York.

7. Effect of Merger. The Merger shall be effected in accordance with, and be subject to, the provisions of the applicable statutes of the State of Florida and the State of New York. The effect of the Merger shall be that provided herein and in Section 607.1106 of the Florida Statutes and Section 906 of the New York Business Corporation Law.

8. Directors and Officers. On and after the Effective Date, the members of the Board of Directors of the Parent Corporation shall be the members of the Board of Directors of the surviving corporation and the officers of the Parent Corporation shall be the officers of the surviving corporation and said directors and officers shall hold office until the next annual meeting of the Parent Corporation or as otherwise provided by law or by the Bylaws of the Parent Corporation.

9. Amendment of Plan. At any time prior to the Effective Date, this Plan may be amended or modified in whole or in part, or may be terminated and the Merger abandoned, by resolution adopted by the Boards of Directors of each of the Parent Corporation and the Subsidiary Corporation.