

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

BREMER EHRLER
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

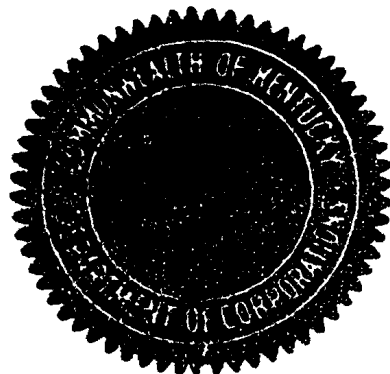
I, BREMER EHRLER, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

A. D. T. COMPANY

a DOMESTIC corporation, into ADT SECURITY SYSTEMS, INC. a FOREIGN (NOT QUAL.) corporation, duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of
A. D. T. COMPANY

into ADT SECURITY SYSTEMS, INC. (NOT QUAL.)



SECRETARY OF STATE

Witness my official signature and seal of office this 28TH
day of DECEMBER, 19 88, at Frankfort, Kentucky.

Bremer Ehrler
SECRETARY OF STATE

BY: SLP

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT KENTUCKY

DEC 28 1988

\$5000
Secy. E. H. R.
SECRETARY OF STATE

ARTICLES OF MERGER

OF

A.D.T. COMPANY #171 *post.*

AND

ADT SECURITY SYSTEMS, INC. *NA*

548322

To the Secretary of State
State of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Kentucky, and which is subject to the provisions of the Kentucky Business Corporation Act, is A.D.T. COMPANY.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is ADT SECURITY SYSTEMS, INC.

3. The number of outstanding shares of A.D.T. COMPANY is 1,050, all of which are of one class, and all of which are owned by ADT SECURITY SYSTEMS, INC.

4. Attached hereto is the Plan of Merger for merging A.D.T. COMPANY into ADT SECURITY SYSTEMS, INC. as approved by resolution of the Board of Directors of ADT SECURITY SYSTEMS, INC.

5. ADT SECURITY SYSTEMS, INC. is the owner of all of the issued shares of A.D.T. COMPANY, and ADT SECURITY SYSTEMS, INC. waived the mailing of a copy of the plan of merger.

6. The laws of the jurisdiction of organization of ADT SECURITY SYSTEMS, INC. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of ADT SECURITY SYSTEMS, INC.; and the merger of A.D.T. COMPANY into ADT SECURITY SYSTEMS, INC. is in compliance with the laws of the jurisdiction of organization of ADT SECURITY SYSTEMS, INC.

7. ADT SECURITY SYSTEMS, INC. does hereby agree that it may be served with process in the State of Kentucky in any proceeding for the enforcement of any obligation of A.D.T. COMPANY and does hereby irrevocably appoint the Secretary of State of the State of Kentucky as its agent to accept service of process in any such proceeding.

8. ADT SECURITY SYSTEMS, INC. does hereby agree that the courts of the State of Kentucky shall retain jurisdiction over that part of the corporate property within the limits of the State of Kentucky in all matters which may arise as if the merger of A.D.T. COMPANY into ADT SECURITY SYSTEMS, INC. had not taken place.

9. The merger herein certified shall be effective as of December 31, 1988.

PLAN OF MERGER approved on December 15, 1988 by A.D.T. COMPANY ("Terminating Corporation"), a business corporation organized under the laws of the State of Kentucky, and by resolution adopted by its Board of Directors on said date, and approved on December 15, 1988 by ADT SECURITY SYSTEMS, INC. ("ADT"), a business corporation organized under the laws of the State of New Jersey, and by resolution adopted by its Board of Directors on said date.

1. Terminating Corporation and ADT shall, pursuant to the provisions of the Kentucky Business Corporation Act and the provisions of the New Jersey Business Corporation Act, be merged into a single corporation, to wit, ADT, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Terminating Corporation, shall cease upon the effective date of the merger in accordance with the provisions of the Kentucky Business Corporation Act.

2. The Certificate of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended or changed in accordance with the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the by-laws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner, prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Kentucky Business Corporation Act and in accordance with the provisions of the New Jersey Business Corporation Act, the Terminating 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 Kentucky and of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the Terminating Corporation and of 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 of Merger or of the merger herein provided for.

8. The effective date of the merger herein provided for shall be December 31, 1988.