



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

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BREMER EHRLER
SECRETARY OF STATE
CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 584-3490
CORPORATE FILINGS (502) 584-2848
CORPORATION RECORDS (502) 584-7330

APRIL 4, 1988

RICHARD A. MCGUIRK
C T CORPORATION SYSTEM
1633 BROADWAY
NEW YORK, N. Y.. 10019

RE: BAKER PROTECTIVE SERVICES, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment

2. () Restated Articles of Incorporation

516453

3. (XX) Articles of Merger BURNS INTERNATIONAL INVESTIGATION SERVICES, INC. (NOT QUAL.) INTO BAKER PROTECTIVE SERVICES, INC. (QUAL.) WERE FILED IN KENTUCKY ON APRIL 4, 1988

4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Bremer Ehrler
Secretary of State

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT KENTUCKY



APR 1 1988

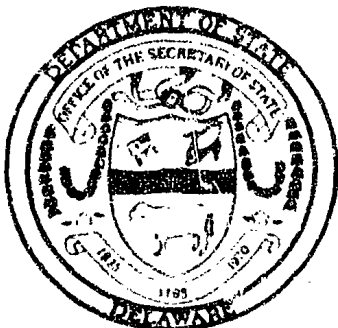
12000 gpd
Brewer Ehrler
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF BAKER PROTECTIVE SERVICES, INC. ^{*4-11-1988 gpd*} A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING BURNS INTERNATIONAL INVESTIGATION SERVICES, INC. ^{*Ne*} A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1987, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 1641521
DATE: 03/31/1988

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BURNS INTERNATIONAL INVESTIGATION SERVICES, INC.
INTO
BAKER PROTECTIVE SERVICES, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Baker Protective Services, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Burns International Investigation Services, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on Thursday, December 17, 1987, determined to merge Burns International Investigation Services, Inc. into the Corporation on the conditions set forth in such resolutions:

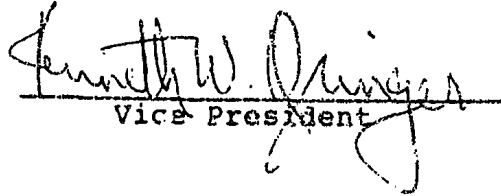
RESOLVED, that, effective as of 9:02 a.m. (EST) on December 31, 1987, the Corporation merge into itself its subsidiary, Burns International Investigation Services, Inc., and assume all of said subsidiary's liabilities and obligations; and

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation be, and each of them hereby is, authorized to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Burns International Investigation Services, Inc. into this Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, said Baker Protective Services, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Kenneth W. Oringer, its Vice President, and Paul L. Rathblott, its Secretary, this 17th day of December, 1987.

BAKER PROTECTIVE SERVICES, INC.

By:


Vice President

ATTEST:

By:


Secretary