

Filing Fee: \$75.00

ID Number: 146915



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

JAN 27 2006

By KMC
M88189

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

05 JAN 27 AM 9:05
STATE OF RHODE ISLAND
CORPORATIONS DIVISION

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Worldwide Security Services, Ltd.
2. It is incorporated under the laws of Illinois
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on April 1, 2005, authorizing it to transact business in Rhode Island under the name of:

4. The corporate name of the corporation has been changed to Covenant Homeland Security Solutions, Ltd.

(If no change, so indicate.)
5. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.

 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

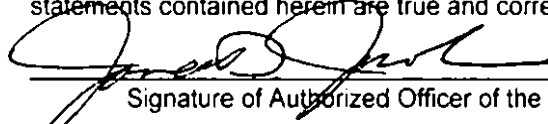
7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>20,000</u>	<u>Common</u>	<u>Voting</u>	<u>Shares are without par value</u>
<u>180,000</u>	<u>Common</u>	<u>Non-Voting</u>	<u>Shares are without par value</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 200,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 2,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 2.0% %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 22,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2.0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 9, 2006



Signature of Authorized Officer of the Corporation

James D. Jacobson, Secretary

Type or Print Name of Authorized Officer

COVENANT HOMELAND SECURITY SOLUTIONS, LTD.
(f/n/a Worldwide Security Services, Ltd.)

NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS

OFFICERS

Name: Robert L. Coe
Title: Chief Executive Officer
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440

Name: James J. Meccics
Title: President
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440

Name: Louis L. Fuertes
Title: Senior Vice-President
Address: 11781 Lee Jackson Memorial Highway
Suite 200

Name: William E. Holden
Title: Senior Vice-President
Address: 11781 Lee Jackson Memorial Highway
Suite 200

Name: Jerry E. Park
Title: Senior Vice President/Finance
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440

Name: James D. Jacobson
Title: Secretary and Treasurer
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440

DIRECTORS

Name: Robert L. Coe
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440

Name: James D. Jacobson
Address: 270 Remington Blvd., Suite B
Bolingbrook, IL 60440