

**FILED**

MAR 26 2001

Case # 1000

DUNBAR ARMORED, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

By

Dunbar Armored, Inc. a Maryland corporation having its principal office in Baltimore County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles Five through Eleventh, inclusive, and by substituting in lieu thereof the following:

FIRST: The name of the Corporation is:

DUNBAR ARMORED, INC.

SECOND: The purposes for which the Corporation is formed are:

1 To engage in the business of operating an armored car service and to maintain and operate armored protected or other trucks, cars, automobiles, warehouses, safes, storage vaults and any other structure; to store, haul, transport, deliver, convey, and in any other manner handle money, securities, or other things or articles of value in any part of the world and to engage in any other activity or business allied or incidental thereto; and

2 To do any thing permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/23/01 10

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Ann Custis Custodian

This stamp replaces our previous certification system. Effective: 3/23/01

THIRD: The current post office address of the principal office of the Corporation in this State is 50 Schilling Road, Hunt Valley, Maryland 21031.

FOURTH: The name and post office address of the current resident agent of the Corporation in this State is HIQ Maryland Corporation, 516 North Charles Street, 5th Floor, Baltimore, Maryland 21201

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 45,000 shares divided into 5,000 SHARES OF CLASS A COMMON STOCK of the par value of \$10.00 each, and 40,000 SHARES OF CLASS B COMMON STOCK of the par value of \$10.00 each. The aggregate par value of all shares having par value of all classes is FOUR HUNDRED FIFTY THOUSAND DOLLARS (\$450,000.00). A description of each class with the preferences, conversion and other rights, voting powers, limitations as to dividends, restrictions, and qualifications of each class is as follows:

### COMMON STOCK

(a) General Provisions. The Corporation shall have two classes of Common Stock, Class A and Class B. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided for herein.

(b) Voting Rights. The holders of Class A Common shares shall have and possess the exclusive voting rights and powers, and the holders of Class B Common shares shall not be entitled to notice of Stockholders' Meetings, or to vote upon any issues, except where such notice or vote is required by law or by the provisions set forth herein.

### GENERAL

PRE-EMPTIVE RIGHT. No holder of shares of any class of the Corporation shall be entitled as a matter of right to subscribe for, purchase, or receive any part of any new or additional shares of any class, whether now or hereafter authorized, or of bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, but all such new or additional shares of any class, or bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, may be issued

and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

SIXTH: The number of directors of the Corporation shall be six (6) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The names of the current directors who shall act until their successors are duly chosen and qualified are:

James L. Dunbar  
Frederick A. Aus  
Kevin R. Dunbar

Cornelius I. Behan  
Robert Leatherwood  
Edward A. Johnston

SEVENTH: Except as the Bylaws of the Corporation may otherwise provide, no indemnification shall be provided for any officer or director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

EIGHTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers, and privileges granted to corporations by the laws of the State of Maryland, as well as the power to do any and all acts and things that a natural person or partnership could do, as now or hereafter authorized by law, either alone or in the partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of its directors and stockholders shall include the following:

(a) The Corporation reserves the right to adopt from time to time any amendment to its Charter, as now or hereafter authorized by law, including any amendment that alters the contract rights, as expressly set forth in the Charter, of any outstanding stock by the affirmative vote of two-thirds (2/3) of all shares of stock issued and outstanding.

(b) Except as otherwise provided in the Charter or Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and may exercise all of the rights, powers, and

privileges of the Corporation, except only for those that are by law or by the Charter or Bylaws of the Corporation conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance of shares of the Corporation's stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

(2) By articles of amendment to these Articles of Incorporation, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, before issuance of those shares, the preferences, conversion or other rights, voting powers, restrictions, qualifications, dividends, or terms or conditions of redemption of those shares, including but not limited to the reclassification of unissued common shares to preferred shares or unissued preferred shares to common shares;

(3) To borrow and raise money, without limit and upon any terms, for any corporate purposes; and, subject to applicable law, to authorize the creation, issuance, assumption, or guaranty of bonds, debentures, notes, or other evidences of indebtedness for money as borrowers, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors in its sole discretion, determines, and to secure the payment of principal, interest, or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, all or any part of the properties, assets, and goodwill of the Corporation then owned or thereafter acquired;

(4) To make, alter and repeal the Bylaws of this Corporation as authorized by statute, to open stock books, to fix and vary the amount to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and, if any, what part of any surplus or net profits shall be declared in dividends;

(5) To create, make and issue mortgages, bonds, deeds of trust, trust instruments, and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same, to purchase or otherwise ac-

quire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures, or other securities of the Corporation:

(6) To remove or suspend any officer of the Corporation and to fix, and, from time to time, to change their salaries or emoluments; to appoint an Executive Committee, which shall have all the powers, within the law of the State of Maryland, as shall be designated by the Directors; to appoint and at their discretion remove or suspend, any managers, officers, assistants, clerks, agents, and servants, permanently or temporarily, as they, from time to time, think fit, and to determine their duties, and fix, and from time to time, change their salaries or emoluments, and to require security in such instances and in such amounts as they think fit:

(7) To confer by resolution, upon any officers of the Corporation, the right to choose, remove, or suspend such subordinate officers, managers, assistants, agents, clerks, factors, or servants; to appoint any person or persons to accept and hold in trust for the Corporation any property belonging to the Corporation, or in which it is interested, or for any other purpose, and to exercise and to do all such duties and things as may be requisite in relation to any such trust;

(8) To determine who shall be authorized to sign, on the Corporation's behalf, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents, from time to time, to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committees, officers, or agents, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; and from time to time, to determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute unless authorized by the resolution of the Directors; to designate, in

accordance with the Bylaws, two or more of its number to constitute an Executive Committee, which Committee shall, for the time submitted, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

(9) The Directors shall have the power, in accordance with the Bylaws, to hold their meetings, and to have one or more offices outside the State of Maryland, and to keep the books of this Corporation outside the State of Maryland at such places as may be from time to time designated by the Board of Directors;

(10) The Corporation may by its Bylaws confer upon the Directors powers and authorities in addition to the foregoing and to those expressly conferred upon them by statute.

NINTH: To the full extent permitted under the Maryland General Corporation Law as in effect on the date hereof, or as hereafter from time to time amended, no director or officer shall be liable to the Corporation or to its stockholders for money damages for any breach of any duty owed by such director or officer to the Corporation or any of its stockholders. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or officer or former director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

TENTH: No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed, or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation, who is also a director or officer of such other corporation, or who is so interested, may be counted

in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation not so interested.

THIRD By action taken by the Board of Directors of the Corporation at a meeting of the Board of Directors held on August 29, 2000, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, and by written Informal Action dated August 30, 2000 taken by the holders of all of the outstanding voting stock of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said Articles of Amendment and Restatement:

j. FOURTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class, are as follows:

Fifty-Five Thousand (55,000) shares of capital stock of the Corporation divided into:

Ten Thousand (10,000) shares of Non-Cumulative Preferred Stock of One Hundred Dollars (\$100.00) par value per share

Five Thousand (5,000) shares of Class A Voting Common Stock of Ten Dollars (\$10.00) par value per share.

Twenty Thousand (20,000) shares of Class B Non-Voting Common Stock of Ten Dollars (\$10.00) par value per share.

Twenty Thousand (20,000) shares of Class C Non-Voting Common Stock of Ten Dollars (\$10.00) par value per share.

The aggregate par value of all classes of stock is One Million Four Hundred Fifty Thousand Dollars (\$1,450,000.00).

(b) The total number of shares of all classes of stock of the Corporation as amended and the number and par value of the shares of each class, are as follows:

Forty-Five Thousand (45,000) shares of capital stock of the Corporation divided into:

Five Thousand (5,000) shares of Class A Voting Common Stock of Ten Dollars (\$10.00) par value per share.

Forty Thousand (40,000) shares of Class B Non-Voting Common Stock of Ten Dollars (\$10.00) par value per share.

The aggregate par value of all classes of stock is Four Hundred Fifty Thousand Dollars (\$450,000.00)

(c) A description of each class of stock of the Corporation with the preferences, voting powers, restrictions, limitations as to dividends, and qualifications of each class of the authorized capital stock as changed are as set forth in Article FIFTH of Article SECOND hereof.

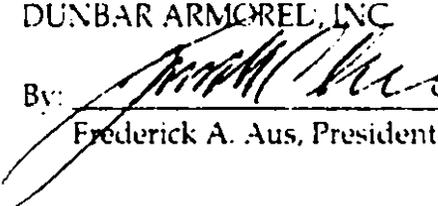
IN WITNESS WHEREOF, Dunbar Armored, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 30<sup>th</sup> day of August, 2000, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Dunbar Armored, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to

authorization and approval are true in all material respects to the best of his knowledge,  
information, and belief

ATTEST.

DUNBAR ARMOREL, INC

Vicki Thompson  
Vicki Thompson, Secretary

By:   
Frederick A. Aus, President

[Corporate Seal]

11/1/44

2000 PROTON 20 2 117

**\*\* KEEP WITH DOCUMENT \*\***

10

DOCUMENT CODE 13 BUSINESS CODE 03

# D0099861

STATE OF MARYLAND  
DEPT OF ASSESSMENTS AND TAXATION  
CUST ID: 0000466907  
WORK ORDER: 0000355071  
DATE: 08/31-2000 10:52 AM  
AMT. PAID: \$20.00

Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferor)  
ID # 000099861 ACK # 1000221291000000  
LIBER: B00179 FOLIO: 1584 PAGES: 0010  
DUNBAR ARMORED, INC.

08/30/2000 AT 02:47 P WD # 0000355071

**FEEES REMITTED**

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: \_\_\_\_\_  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies: \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates: \_\_\_\_\_  
Certificate Fee: \_\_\_\_\_  
Other: \_\_\_\_\_  
  
TOTAL FEES: 20

(New Name) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent
- and Resident Agent's Address
- Change of Business Code

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

APPROVED BY: [Signature]

KEYED BY: \_\_\_\_\_

COMMENT(S): \_\_\_\_\_

Adoption of Assumed Name

Other Change(s) Change of Stock

CODE 174

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Thomas Kemmelt

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_