

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Corp. I.D. #

83256

U. S. SECURITY ASSOCIATES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is U. S. SECURITY ASSOCIATES, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is November 10, 1993 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

John J. Linnihan, Asst. Vice Pres.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of businesses in Rhode Island are

The acquisition, disposition and management of contract guard security company. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

MAR 1 1995

By JOHN J. LINNIHAN

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EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Carl D. Thoma,	Director	120 LaSalle Street, Chicago, Illinois 60603
David A. Donnini,	Director	120 LaSalle St., Chicago, Illinois 60603
Bryan C. Cressey,	Director	120 LaSalle St., Chicago, Illinois 60603
Kenneth W. Oringer,	Director	89 Headquarters Plaza, 14th Fl., Morristown, New Jersey 07960
Charles R. Schneider,	Director	89 Headquarters Plaza, 14th Fl., Morristown, New Jersey 07960
Charles R. Schneider,	President	89 Headquarters Plaza, 14th Fl., Morristown, New Jersey 07960
Kenneth W. Oringer,	Vice President	89 Headquarters Plaza, 14th Fl., Morristown, New Jersey 07960
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
10,000	Class A Common	(No series)	\$0.01
94,737	Class B Common	(No series)	\$0.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
10,000	Class A Common	(No series)	\$0.01
94,737	Class B Common	(No series)	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 750,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 115,000,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 5,000,000.00

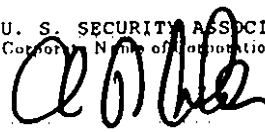
FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated

2/24, 1995

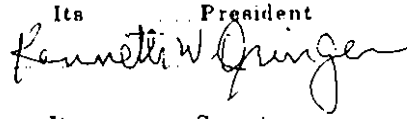
U. S. SECURITY ASSOCIATES, INC.
[Exact Corporation Name of Corporation Making Application]

By



Its President

and



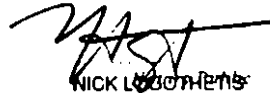
Its Secretary

STATE OF *New Jersey* } Sc.
COUNTY OF *Morris*

At *Morristown*

in said County on the *24th* day

of *February* 19*95*, before me personally appeared
Charles Schneider and Kenneth Gringer, who being by me first duly sworn, declared that
he is the *President and Secretary, respectively* of U. S. SECURITY ASSOCIATES, INC.
that he signed the foregoing document as such *officers* of the
corporation, and that the statements therein contained are true.



NICK LABOTTRE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Mar. 27, 1996

(NOTARIAL SEAL)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "U.S. SECURITY ASSOCIATES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 1993, AT 12:30 O'CLOCK P.M.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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02-24-95