

Document Number Only

513595

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002971077--2

-08/26/99--01062--020

*****8.75 *****8.75

700002971077--2

-08/26/99--01062--019

*****35.00 *****35.00

Amended & Restated & Name Chg.

Wells Fargo Guard Service Inc. of Florida

to:

Burns International Guard Services Inc. of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
-99 AUG 26 PM 1:30

FILED

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- Reinstatement
- Limited Liability Partnership
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- Fictitious Name
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8/26

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 DIVISION OF STATISTICS
 TALLAHASSEE, FLORIDA
 99 AUG 26 PM 12:22
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RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

WELLS FARGO GUARD SERVICE INC. OF FLORIDA

FILED
99 AUG 26 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Statutes of the State of Florida:

We, John D. O'Brien and Robert E.T. Lackey, President and Secretary, respectively, of Wells Fargo Guard Service Inc. of Florida, a corporation existing under the laws of the State of Florida (the "Corporation"), do hereby certify as follows:

1. The Corporation was originally incorporated under the name "Wells Fargo Guard Service Inc. of Florida" and the original Certificate of Incorporation was filed with the Secretary of State of Florida on September 17, 1976.

2. This amendment to and restatement of the Certificate of Incorporation effected by this Certificate has been duly adopted by the Board of Directors of the Corporation, in accordance with the provisions of Chapter 607 of the State of Florida Statutes, in a Consent of the Directors to Action without a Meeting, dated August 20, 1999, and by the holder of all of the outstanding capital stock of the Corporation.

3. Effective the date of filing with the Secretary of State of Florida, the Corporation hereby amends and restates its Certificate of Incorporation as follows:

FIRST: The name of the Corporation is "**Burns International Guard Services Inc. of Florida**" (hereinafter called the "Corporation").

SECOND: The address of the registered office in the State of Florida is No. 1200 South Pine Island Road, in the City of Plantation, County of Broward. The name of its registered agent at that address is CT Corporation System.

THIRD: The purpose of the Corporation shall be to engage in any lawful act or activity for which a corporation may be organized and incorporated under the General Corporation Law of Florida.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000).

FIFTH: Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH: In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

SEVENTH: The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

EIGHTH: INDEMNIFICATION

Section 1. Parties and Conduct Within Coverage. To the extent permitted by Florida law from time to time in effect, and subject to the provisions of Section 2 of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Determinations. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel (compensated by the Corporation) in a written opinion, or (3) by the stockholders.

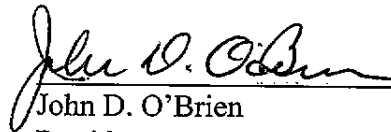
Section 3. Successful Defense. If a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or with respect to any claim, issue or matter therein (to the extent that a portion of his expense can be reasonably allocated thereto), he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Advances. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 5. Provisions Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any rights to which those indemnified may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

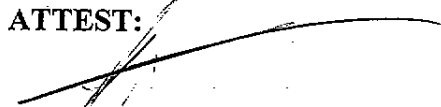
Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, we have hereunto signed our hands and affirm that the statements made herein are true under the penalties of perjury, this 20th day of August 1999.



John D. O'Brien
President

ATTEST:



Robert E.T. Lackey
Secretary