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MERGER OR SHARE EXCHANGE  
G4S SECURE SOLUTIONS (USA) INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

*Merger*

12/27/10

Dc

ARTICLES OF MERGER

OF

G4S Regulated Security Solutions, Inc., a Delaware Corporation

WITH AND INTO

G4S Secure Solutions (USA) Inc., a Florida Corporation

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10 DEC 27 PM 3:56  
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The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized are as follows:

G4S Regulated Security Solutions, Inc., a Delaware corporation  
G4S Secure Solutions (USA) Inc., a Florida corporation

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, as the surviving corporation of the merger, with Section of 607.1105 F.S. (as set forth below)

FOURTH: The Merging Corporation and the Surviving Corporation are wholly owned by Milestone Holding One, Inc. (Parent)

FIFTH: The plan of merger is as follows:

WHEREAS: G4S Regulated Security Solutions, Inc., (the "Merging Corporation"), is a corporation duly organized and existing under the laws of State of Delaware; and

WHEREAS: G4S Secure Solutions (USA) Inc., (the "Surviving Corporation"), is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS: the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have determined that it is advisable and in the interest of each such corporation that the Merging Corporation merge with and into the Surviving Corporation upon the terms and conditions herein provided.

WHEREAS: The Merger will be in accordance with Florida State law and IRS Section 368(a).

NOW THEREFORE, in consideration of the mutual covenants, warranties, agreements and provisions set forth herein, the parties agree as follows:

- a. The Merging Corporation shall be merged into the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.
- b. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

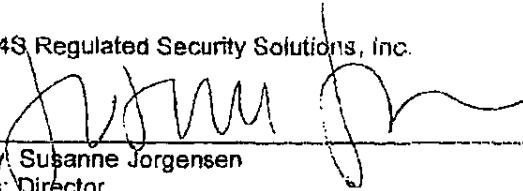
- c. Each share of common stock of the Surviving Corporation, issued and outstanding on the effective date of the Merger shall remain issued and outstanding.
- d. Each share of common stock of the Merging Corporation, issued and outstanding on the effective date of the Merger, and all rights in respect thereto, shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefore.
- e. Each share of common stock of the Surviving Corporation is owned by the Parent. Accordingly, no additional shares of common stock of the Surviving Corporation shall be issued to Parent as consideration for the Merger.
- f. The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended and/or repealed as therein provided.
- g. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- h. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, license, registrations and other assets of every kind and description of the merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively, immediately prior to the effective date of the Merger.

FIFTH: The effective date of the Certificate of Merger shall be the 27<sup>th</sup> day of December, 2010.

SIXTH: The plan of merger was adopted by written consent of the shareholders and Board of Directors of G4S Regulated Security Solutions, Inc., on December 27, 2010, and was adopted by written consent of the shareholders of G4S Secure Solutions (USA) Inc., on December 27, 2010, 2010.

Signed this Certificate of Merger for:

G4S Regulated Security Solutions, Inc.

  
By: Susanne Jorgensen  
Its: Director

G4S Secure Solutions (USA) Inc.

  
By: Julie T. Payne  
Its: Director & Secretary

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of December 27, 2010, is by and between G4S Regulated Security Solutions Inc. ("G4S RSS"), a Delaware corporation and G4S Secure Solutions (USA), Inc. ("G4S Secure Solutions"), a Florida corporation.

WHEREAS, the Boards of Directors and shareholders of G4S RSS and G4S Secure Solutions have determined that in accordance with senior management recommendation, to integrate the management, assets and operations of G4S RSS into the G4S Secure Solutions organization, and thereby maximize operating efficiencies and leverage the G4S brand, it is desirable and in the best interest of G4S RSS and G4S Secure Solutions that G4S RSS be merged with and into G4S Secure Solutions upon the terms and conditions set forth in this Agreement, and in accordance with the applicable provisions of the laws of the State of Delaware and the State of Florida.

NOW THEREFORE, in consideration of the foregoing, and in further consideration of the promises and mutual covenants and agreements set forth in this Agreement, the parties agree as follows:

1. Terms and Conditions of the Merger.

1.1 At the Effective Time (as defined in Section 2) and subject to and upon the terms and conditions of this Agreement, the Florida Business Corporation Act and General Corporation law of Delaware: (a) G4S RSS shall be merged with and into G4S Secure Solutions (the "Merger"), (b) the separate existence of G4S RSS shall cease, (c) all issued and outstanding shares of G4S RSS will be canceled and (e) G4S Secure Solutions shall continue as the surviving corporation (G4S Secure Solutions, as the surviving corporation after the Merger is sometimes hereinafter referred to as the "Surviving Corporation"). As a result of the Merger, all cash, property, rights and liabilities of G4S RSS shall be transferred to G4S Secure Solutions.

1.2 G4S Secure Solutions and G4S RSS shall execute in the manner required by the State of Delaware, deliver to the Secretary of State, a duly executed Certificate of Merger. In addition, G4S Secure Solutions and G4S Care and Justice Services shall execute in the manner required by the Florida Business Corporation Act, and deliver to the Secretary of State of the State of Florida, duly executed Articles of Merger. The parties shall also take such other and further actions as may be required by law to make the Merger effective.

2. Effective Time. The Merger shall be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Time").

3. Certificate of Incorporation, By-Laws, Officers and Shareholders. At the Effective Time:

3.1 The Certificate of Incorporation of G4S Secure Solutions (the "Certificate of Incorporation") shall be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the Florida Business Corporation Act and the Certificate of Incorporation.

3.2 The Amended and Restated By-Laws of G4S Secure Solutions shall be the by-laws of the Surviving Corporation (the "By-Laws") until amended in accordance with the Florida Business Corporation Act and the Certificate of Incorporation.

3.3 The officers of G4S Secure Solutions immediately before the Effective Time shall be the initial officers of the Surviving Corporation until their successors are duly appointed.

3.4 The shareholder of G4S Secure Solutions immediately before the Effective Time shall continue to be the shareholder of the Surviving Corporation.

4. Representations and Warranties of G4S RSS. G4S RSS hereby represents and warrants to G4S Secure Solutions as follows:

4.1 Organization and Qualification. G4S RSS is a corporation duly formed, validly existing and in good standing under the laws of the State of Delaware. G4S RSS has the requisite corporate power and authority and any necessary governmental approvals to carry on its business as it is now being conducted.

4.2 Authority Relative to this Agreement. G4S RSS has the necessary corporate power and authority to enter into this Agreement and to carry out its obligations hereunder. The execution and delivery of this Agreement by G4S RSS and the consummation by G4S RSS of the transactions contemplated hereby have been duly authorized by all necessary corporate action on the part of G4S RSS.

5. Representations and Warranties of G4S Secure Solutions. G4S Secure Solutions hereby represents and warrants to G4S RSS as follows:

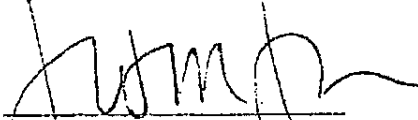
5.1 Organization and Qualification. G4S Secure Solutions is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. G4S Secure Solutions has the requisite corporate power and authority and any necessary governmental approvals to carry on its business as it is now being conducted.

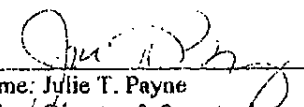
5.2 Authority Relative to this Agreement. G4S Secure Solutions has the necessary corporate power and authority to enter into this Agreement and to carry out its obligations hereunder. The execution and delivery of this Agreement by G4S Secure Solutions and the consummation by G4S Secure Solutions of the transactions contemplated hereby have been duly authorized by all necessary corporate action on the part of G4S Secure Solutions.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed as of the day and year first above written.

G4S REGULATED SECURITY SOLUTIONS, INC.

G4S SECURE SOLUTIONS (USA) INC.

By:   
Name: Susanne Jorgensen  
Title: Director & Vice President

By:   
Name: Julie T. Payne  
Title: Director & Secretary