

228377

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(City/State/Zip/Phone #)

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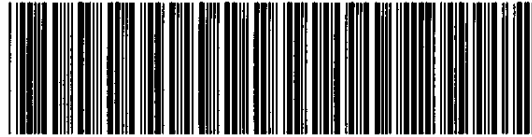
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DEPARTMENT OF STATE  
WASHINGTON, D.C.

*2021*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 946466 4305845

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 31, 2013

ORDER TIME : 3:33 PM

ORDER NO. : 946466-020

CUSTOMER NO: 4305845

DOMESTIC AMENDMENT FILING

NAME: RURAL/METRO CORPORATION OF  
FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
RURAL/METRO CORPORATION OF FLORIDA**

FILED  
13 DEC 31 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Sections 607.1001 and 607.1008 of the  
Florida Business Corporation Act

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\* \* \* \* \*

The undersigned, being a duly appointed and authorized officer of Rural/Metro Corporation of Florida (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), for the purpose of amending the Corporation's Articles of Incorporation (the "Articles"), hereby certifies, on behalf of the Corporation and not in his individual capacity, pursuant to Sections 607.1001 and 607.1008 of the FBCA, as follows:

FIRST: The name of the Corporation is Rural/Metro Corporation of Florida.

SECOND: That Article III of the Articles is hereby amended by adding the following to the end thereof:

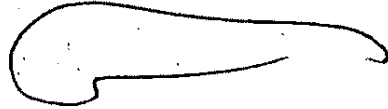
Notwithstanding anything herein to the contrary, the Corporation shall not be authorized to issue non-voting capital stock of any class, series or other designation to the extent prohibited by Section 1123(a)(6) of title 11 of the United States Code (the "Bankruptcy Code"); provided, however, that the foregoing restriction shall have no further force and effect beyond that required under Section 1123(a)(6) of the Bankruptcy Code.

THIRD: That this amendment to the Articles effected hereby was duly adopted in accordance with the provisions of Sections 607.1001 and 607.1008 of the FBCA, pursuant to the authority granted to the Corporation under Section 607.1008 of the FBCA to put into effect and carry out the First Amended Joint Chapter 11 Plan of Reorganization for Rural/Metro Corporation and Its Affiliated Debtors (the "Plan") pursuant to Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), as confirmed on December 17, 2013 by order (the "Order") of the United States Bankruptcy Court for the District of Delaware (the "Court") in the proceeding captioned *In re Rural/Metro Corporation, et al.*, Case No. 13-11952 (KJC) (the "Proceeding"). Provision for the filing of this amendment is contained in the Plan as confirmed

by the Order of the Court, which had jurisdiction over the Proceeding under the Bankruptcy Code. This amendment has been duly executed and acknowledged by an officer of the Corporation designated by such Order.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has made and signed these Articles of Amendment to the Articles on this 31<sup>st</sup> day of December, 2013.

A handwritten signature in black ink, appearing to read 'Stephen Farber', written over a horizontal line.

Name: Stephen Farber  
Title: Secretary