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MERGER OR SHARE EXCHANGE

BURNS INTERNATIONAL SECURITY SERVICES INC. OF FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Burns International Security Services Corporation	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Burns International Security Services Inc. of Florida	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 / 01 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 27, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 27, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**PLAN OF MERGER**

**BETWEEN**

**BURNS INTERNATIONAL SECURITY SERVICES CORPORATION,**  
**a Delaware corporation**

**AND**

**BURNS INTERNATIONAL SECURITY SERVICES INC. OF FLORIDA,**  
**a Florida corporation**

Burns International Security Services Corporation, a Delaware corporation, and Burns International Security Services Inc. of Florida, a Florida corporation, hereby enter into this Plan of Merger (the "Agreement") as of June 27, 2003, with respect to the following:

A. Burns International Security Services Corporation is a corporation duly organized and existing under the laws of the state of Delaware. Burns International Security Services Inc. of Florida is a corporation duly organized and existing under the laws of the state of Florida.

B. Pursuant to this Agreement, Burns International Security Services Inc. of Florida shall merge into Burns International Security Services Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

I. Merger. Burns International Security Services Inc. of Florida shall be merged into Burns International Security Services Corporation under the laws of the State of Delaware and Burns International Security Services Corporation shall be the surviving corporation.

II. Conversion of Shares. The issued and outstanding shares of Burns International Security Services Inc. of Florida shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time shall be surrendered and extinguished at the Effective Time. The issued and outstanding shares of Burns International Security Services Corporation outstanding immediately prior to the Effective Time shall remain issued and outstanding and unchanged.

III. Rights and Liabilities. Upon the merger, the separate existence of Burns International Security Services Inc. of Florida ceases and Burns International Security Services Corporation shall succeed, without other transfer, to all the rights and property of Burns International Security Services Inc. of Florida and shall be subject to all debts and liabilities thereof in the same manner as if Burns International Security Services Corporation itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Burns International Security

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Services Inc. of Florida shall be limited to the property affected thereby immediately prior to the time the merger is effective.

IV. Further Assurances. After the merger becomes effective, Burns International Security Services Inc. of Florida, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in Burns International Security Services Corporation.

V. Effective Time. The effective time (the "Effective Time") of this merger is June 30, 2003 for accounting purposes only.

VI. Counterparts. This Agreement may be executed in a number of counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same instrument.


VII. Controlling Law. Validity, interpretation and performance of this Agreement shall be controlled by and construed under the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

**BURNS INTERNATIONAL SECURITY  
SERVICES CORPORATION**

By   
Albert Y. Park  
Assistant Secretary

**BURNS INTERNATIONAL SECURITY  
SERVICES INC. OF FLORIDA**

By   
Albert Y. Park  
Assistant Secretary