

F04000000876

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BASIC AMENDMENT
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 27, 2004

ARM ELITE SECURITY, INC.
160 PACIFIC AVE, STE 222
SAN FRANCISCO, CA 94111

SUBJECT: ARM ELITE SECURITY, INC.
REF: F04000000876

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

IN ORDER TO CHANGE THE OFFICERS AND DIRECTORS ON A FOREIGN CORPORATION BEFORE THE ANNUAL REPORT IS DUE, YOU MUST SUBMIT AN AFFIDAVIT OR RESOLUTION LISTING THE OFFICERS AND/OR DIRECTORS WITH AN ADDRESS AND A FILING FEE OF \$35.

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Letter Number: 004A00052444

ELITE Security, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Headquarters
160 Pacific Avenue, Suite 222
San Francisco, CA 94111
Telephone: (415) 733-4081
Facsimile: (800) 820-3393

SECRETARY'S AFFIDAVIT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

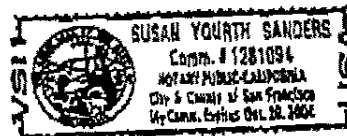
The undersigned, GLENN M. HAMMOND, Secretary of Elite Security, Inc., a California corporation, being first duly sworn, does hereby certify that the attached is a true and correct copy of the Unanimous Written Consent executed by the Board of Directors on August 30, 2004, appointing the individuals named below to hold the offices in the Company set forth opposite their respective names:

<u>Name</u>	<u>Office</u>	<u>Mailing Address</u>
James C. Stevens	President	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111
Steven L. Frost	Executive Vice President	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111
David B. Stevens	Vice President - Sales	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111
Glenn M. Hammond	Secretary	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111
Jess E. Benton, III	Chief Executive Officer	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111
George B. Sundby	Chief Financial Officer	Elite Security, Inc. 160 Pacific Avenue #222 San Francisco, CA 94111

Glenn M. Hammond
Glenn M. Hammond

SUBSCRIBED and SWORN to before me
this 30th day of August, 2004.

Susan Younth Sanders
Susan Younth Sanders, Notary Public
In and for the State of California
My Commission Expires: 10/20/2004



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SECRETARY OF STATE
TALLAHASSEE-FLORIDA

**ELITE SECURITY, INC.
UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS**

The undersigned, being all of the directors of Elite Security, Inc. ("the Company"), hereby takes the following actions and adopts the following resolutions by unanimous written consent without a meeting, effective for all purposes as of the date set forth herein:

1. Election of Officers.

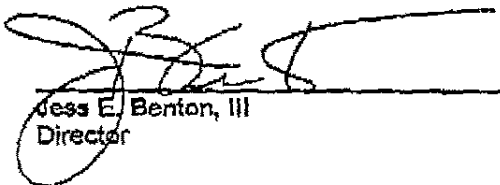
RESOLVED, that the following persons were elected effective March 9, 2004, which such election is hereby ratified and confirmed in all respects, as officers of the Company to the offices set forth opposite their respective names, to serve at the pleasure of the Board of Directors:

<u>Name</u>	<u>Office</u>
James C. Stevens	President
Steven L. Frost	Executive Vice President
David B. Stevens	Vice President - Sales
Glenn Hammond	Secretary
Jess E. Benton, III	Chief Executive Officer
George B. Sundby	Chief Financial Officer

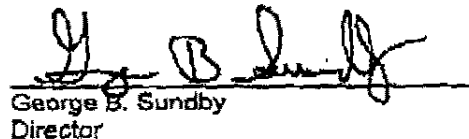
2. Omnibus Resolution.

RESOLVED, that the officers of the Company listed above are authorized to take such action and sign such documents as may be necessary or advisable to carry out the intent of the foregoing resolutions, all of which actions to be taken or previously taken are hereby ratified and confirmed in all respects.

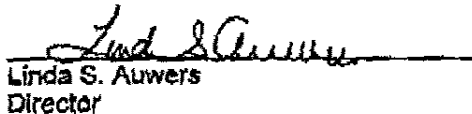
This Unanimous Written Consent is executed on August 30, 2004.



Jess E. Benton, III
Director



George B. Sundby
Director



Linda S. Auwers
Director