F08000004585

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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6/1

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: U.S. Security Holdings, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John D. Marshall
(Name of Person)

U.S. Security Holdings, Inc.
(Firm/Company)

200 Mansell Ct., Suite 500
(Address)

Roswell, GA 30076
(City/State and Zip code)

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For further information concerning this matter, please call:

Mary Pritchard at (770) 625-1407
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ $70.00 Filing Fee

☒ $78.75 Filing Fee & Certificate of Status

☐ $78.75 Filing Fee & Certified Copy

☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. U.S. Security Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

____
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware
(State or country under the law of which it is incorporated)

3. 58-2507578
(FEI number, if applicable)

4. December 6, 1999
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2000
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 200 Mansell Court, Suite 500, Roswell, GA 30076
(Principal office address)

200 Mansell Court, Suite 500, Roswell, GA 30076
(Current mailing address)

8. It is a holding company for U.S. Security Associates, Inc., a private security guard company.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida 33324
(City) (Zip code)

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10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Danny Verdecchia Jr.
(Registered agent's signature)
Danny Verdecchia, Jr. Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached list.

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. (Signature of Director or Officer listed in number 12 of the application)

14. John D. Marshall, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

Directors of U.S. Security Holdings, Inc.

Charles R. Schneider, President and CEO	200 Mansell Court, 5th Floor Roswell, GA 30076
Kenneth W. Oringer, Executive Vice President	200 Mansell Court, 5th Floor Roswell, GA 30076
James TenBroek, Managing Director	Wind Point Partners One Towne Square, Suite 780 Southfield, MI 48076

Officers of U.S. Security Holdings, Inc.

Charles R. Schneider, President and CEO	200 Mansell Court, 5th Floor Roswell, GA 30076
Kenneth W. Oringer, Executive Vice President	200 Mansell Court, 5th Floor Roswell, GA 30076
Michael J. Geisler Vice President Finance, CFO Treasurer	200 Mansell Court, 5th Floor Roswell, GA 30076
John D. Marshall, Vice President, General Counsel, & Secretary	200 Mansell Court, 5th Floor Roswell, GA 30076
Mark L. Reed, Controller and Assistant Treasurer	200 Mansell Court, 5th Floor Roswell, GA 30076
James P. Flowers, Director of Administration and Assistant Secretary	200 Mansell Court, 5th Floor Roswell, GA 30076

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U. S. SECURITY HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "U. S. SECURITY HOLDINGS, INC." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 1999.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3127670 8300

AUTHENTICATION: 6887727

080977885

DATE: 10-01-08

You may verify this certificate online at corp.delaware.gov/authver.shtml