

K66283

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Entity

State

County

City

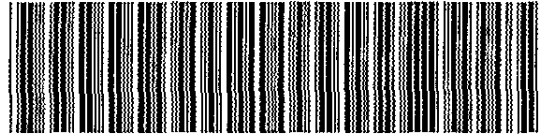
Zip

Verifier

Acknowledgment

Signature

Office Use Only



700012462747

02/19/03--01052--003 \*\*480.00

02/19/03--01052--004 \*\*30.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 19 PM 2:13

FF \$480.00

CC 30.00

*Handwritten:* 2/19  
Therapy  
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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

| <u>Name:</u>                         | <u>Document Number:</u> | <u>State:</u> |
|--------------------------------------|-------------------------|---------------|
| Allied Security Inc.                 | K66283                  | FL            |
| Allied Security, Inc.                | N/A                     | AR            |
| Allied Security, Inc. - Delaware     | N/A                     | DE            |
| Allied Security, Inc. - Boston       | N/A                     | MA            |
| Allied Security Inc.                 | N/A                     | MS            |
| Allied Security, Inc.                | N/A                     | MO            |
| Allied Security, Inc. - Nevada       | N/A                     | NV            |
| Allied Security, Inc.                | N/A                     | NC            |
| Allsafe Services, Inc.               | N/A                     | PA            |
| Allied Security, Inc. - Philadelphia | N/A                     | PA            |
| Allied Security, Inc.                | N/A                     | WA            |
| Allied Security, Inc.                | N/A                     | WV            |
| Allied Security, Inc.                | N/A                     | WI            |

INTO

**ALLIED SECURITY LLC.** a Delaware entity not qualified in Florida

File date: February 19, 2003

Corporate Specialist: Brenda Tadlock

**CT CORPORATION**

February 19, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5786655 SO  
Customer Reference 1: 347650-277  
Customer Reference 2: .

Dear Secretary of State, Florida:

Please file the attached:

Allied Security, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

- Allied Security, Inc. (FL)  
Obtain Document - Misc - Certified Copy of Certificate of Merger  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615

FILE  
FIRST  
PLEASE

FILE  
222  
second  
Behind  
Page 1 of 2 files

**CT CORPORATION**

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

## ARTICLES OF MERGER

Pursuant to Section 607.1109 of the  
Florida Business Corporation Act

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 19 PM 3:13

The undersigned hereby certify:

K66283  
FIRST: The names and states of organization of the constituent entities to this merger are Allied Security Inc., a corporation organized under the laws of the State of Florida, Allied Security, Inc., an Arkansas corporation, Allied Security, Inc. - Delaware, a Delaware corporation, Allied Security, Inc. - Boston, a Massachusetts corporation, Allied Security Inc., a Mississippi corporation, Allied Security, Inc., a Missouri corporation, Allied Security, Inc. - Nevada, a Nevada corporation, Allied Security, Inc., a North Carolina corporation, Allsafe Services, Inc., a Pennsylvania corporation, Allied Security, Inc. - Philadelphia, a Pennsylvania corporation, Allied Security, Inc., a Washington corporation, Allied Security, Inc., a West Virginia corporation, Allied Security, Inc., a Wisconsin corporation, and Allied Security LLC, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger, attached hereto as EXHIBIT A, has been approved, adopted, and executed by each of the constituent entities, and by the domestic corporation in accordance with Section 607.1103 of the Florida Business Corporation Act and the applicable law of the states under which each of the constituent entities is organized.

THIRD: Each of the parties to the merger approved the plan of merger, and the transactions contemplated thereby, in accordance with applicable provisions of the Florida Business Corporation Act, and the laws of the state of organization of each of the constituent entities, as applicable.

FOURTH: The merger has been duly approved by the unanimous written consent of all of the issued and outstanding shares of each constituent corporation, by its respective sole shareholder.

FIFTH: The surviving entity shall be Allied Security LLC, a Delaware limited liability company, whose principal place of business is located at 3606 Horizon Drive, King of Prussia, Pennsylvania 19406.

SIXTH: The registered agent in the state of organization of the surviving entity is located at 2711 Centerville Road, Suite 400, County of Newcastle, Wilmington, Delaware 19808.

SEVENTH: The executed Agreement and Plan of Merger is on file at an office of the surviving entity, 3606 Horizon Drive, King of Prussia, Pennsylvania 19406. A copy will be provided, upon request and without cost, to any interest holder of either entity which is a party to this merger.

EIGHTH: The surviving entity shall be deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

NINTH: The surviving entity hereby agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger that is the amount, if any, to which they are entitled under Section 607.1302.

TENTH: The name and address of the managing-member is SpectaGuard Acquisition LLC, 3606 Horizon Drive, King of Prussia, Pennsylvania 19406.

ELEVENTH: The merger is not prohibited by the Agreement of the surviving limited liability company.

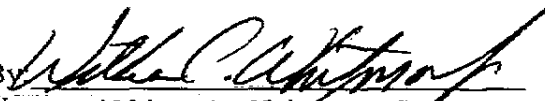
TWELFTH: The effective date of the Agreement and Plan of Merger shall be the date of filing of this certificate.

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SECRETARY OF CORPORATIONS  
3 FEB 19 PM 2:13

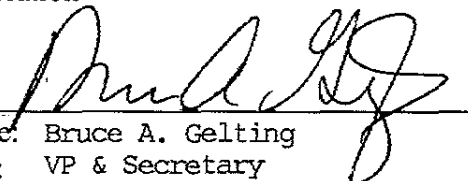
IN WITNESS WHEREOF, the undersigned have caused this  
Certificate of Merger to be executed in its name this 14 day of February, 2003.

ALLIED SECURITY LLC, a Delaware  
limited liability company

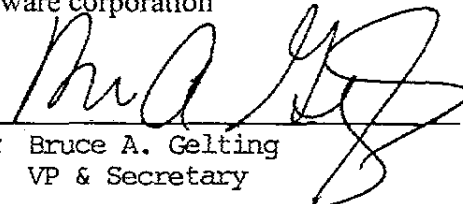
By: SpectaGuard Acquisition LLC, its sole  
member

By:   
Name: William C. Whitmore Jr.  
Title: President

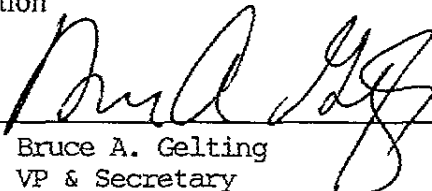
ALLIED SECURITY, INC, an Arkansas  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

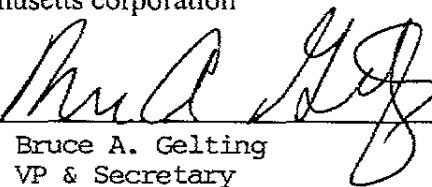
ALLIED SECURITY, INC. - DELAWARE, /  
a Delaware corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

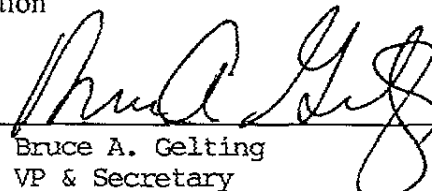
ALLIED SECURITY INC., a Florida ✓  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

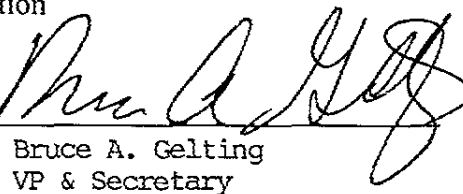
ALLIED SECURITY, INC. - Boston, a ✓  
Massachusetts corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY INC., a Mississippi ✓  
corporation

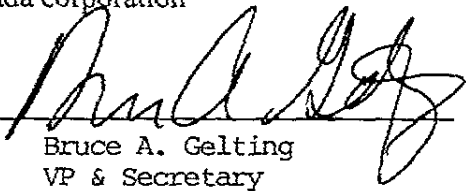
By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY, INC., a Missouri ✓  
corporation

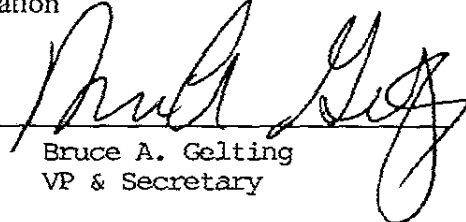
By:   
Name: Bruce A. Gelting  
Title: VP & Secretary



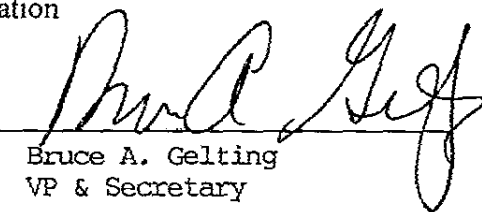
ALLIED SECURITY, INC. - NEVADA,  
a Nevada corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY, INC., a North Carolina  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

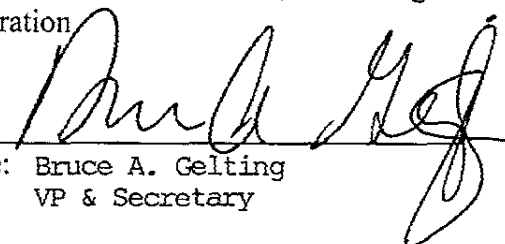
ALLSAFE SERVICES, INC., a Pennsylvania  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

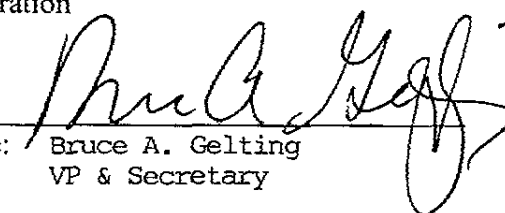
ALLIED SECURITY, INC. -  
PHILADELPHIA,  
a Pennsylvania corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY, INC., a Washington  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY, INC., a West Virginia  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

ALLIED SECURITY, INC., a Wisconsin  
corporation

By:   
Name: Bruce A. Gelting  
Title: VP & Secretary

Exhibit A

Agreement and Plan of Merger  
(attached hereto)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated February 14, 2003, by and between the entities listed on Schedule A attached hereto (collectively, the "Merger Entities") and Allied Security LLC, a Delaware limited liability company ("Allied Security" and, together with the Merger Entities, the "Constituent Entities").

### WITNESSETH:

WHEREAS, the Constituent Entities desire that the Merger Entities be merged with and into Allied Security (the "Merger") upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, the Board of Directors of each of the Merger Entities has approved this Agreement and the Merger;

WHEREAS, Allied Security, Inc. a Pennsylvania corporation ("Allied Pennsylvania") and the sole stockholder of each of the Merger Entities, and SpectaGuard Acquisition LLC, a Delaware limited liability company ("SpectaGuard Acquisition") and the sole member of Allied Security, have approved this Agreement and the Merger in accordance with the applicable laws of each of the states under which each of the Merger Entities is organized ("Applicable Law") and the Delaware Limited Liability Company Act (the "Act"), respectively.

NOW, THEREFORE, in consideration of the covenants and agreements contained in this Agreement, the parties hereto, intending to be legally bound, agree as follows:

Section 1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with Applicable Law and the Act, the Merger Entities shall be merged with and into Allied Security at the Effective Time (as defined in Section 3 below). Following the Effective Time, Allied Security shall be the surviving entity (the "Surviving Company") in the Merger and shall succeed to and assume all of the rights and obligations of each of the Constituent Entities in accordance with the Act and Applicable Law. The Merger shall have the effects set forth in Section 18-209(g) of the Act and those set forth under Applicable Law.

#### Section 2. Approval of Stockholder and Sole Member.

(a) In accordance with Applicable Law, Allied Pennsylvania (as the sole stockholder of each of the Merger Entities) has duly approved this Agreement and the

Merger by the execution of written consents (the "Consents"). The Consents constitute the approval of all of the common stock issued and outstanding of each of the Merger Entities and are the only stockholder approvals required for the adoption of this Agreement and Merger by each of the Merger Entities.

(b) In accordance with Section 18-209(b) of the Act, SpectaGuard Acquisition (as the sole member of Allied Security) has duly approved this Agreement and the Merger by the execution of a written consent (the "Member Consent"). The Member Consent constitutes the approval of all of the outstanding interests of Allied Security, and is the only approval from members or holders of interests in Allied Security required for the adoption of this Agreement and the Merger by Allied Security.

Section 3. Effective Time. The parties shall file this Agreement or a certificate of merger (as the case may be, the "Certificate of Merger") with the Secretaries of State of the states of organization of the Constituent Entities. The Merger shall become effective at such time as the Certificate of Merger is filed with the Secretaries of State of the states or organization of the Constituent Entities (the time the Merger becomes effective being referred to herein as the "Effective Time").

Section 4. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities: (i) each share of common stock of each of the Merger Entities issued and outstanding shall be cancelled shall cease to exist and no cash, stock, or other consideration shall be delivered in exchange therefor; (ii) each share of capital stock of the Merger Entities held as treasury stock shall be cancelled and shall cease to exist and no cash, stock or other consideration shall be delivered in exchange therefor; and (iii) SpectaGuard Acquisition shall continue to own all of the outstanding membership interests in the Surviving Company.

Section 5. Termination; Amendment; Other.

(a) The Constituent Entities, with the consent of each of the parties hereto, may terminate or amend, modify, or supplement this Agreement in such manner as may be agreed upon by them in writing at any time whether before or after stockholder approval of this Agreement.

(b) This Agreement may be executed in counterparts.


(c) This Agreement shall be governed by the laws of the State of Delaware, without regard to applicable principles of conflicts of law thereof.

[Signature Pages to Follow]

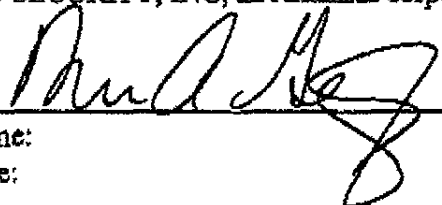
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized, or other authorized person, as applicable, all as of the date first written above.

ALLIED SECURITY LLC, a Delaware limited liability company

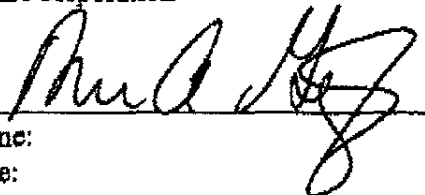
By: SpectaGuard Acquisition LLC, its sole member

By:   
Name:  
Title:

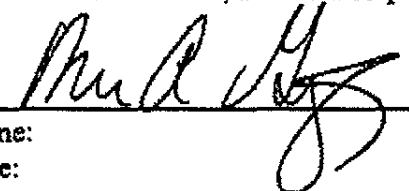
ALLIED SECURITY, INC, an Arkansas corporation

By:   
Name:  
Title:

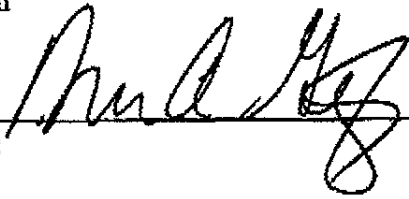
ALLIED SECURITY INC.- DELAWARE, a Delaware corporation

By:   
Name:  
Title:

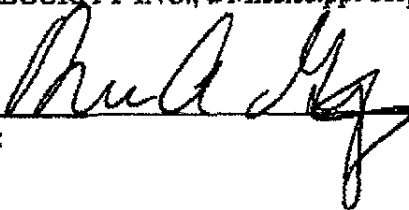
ALLIED SECURITY INC., a Florida corporation

By:   
Name:  
Title:

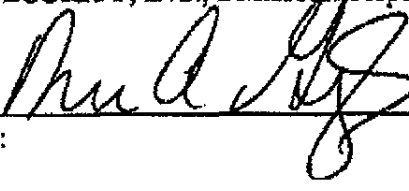
ALLIED SECURITY INC. - Boston, a Massachusetts corporation

By:   
Name:  
Title:

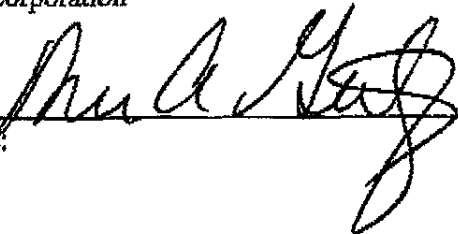
ALLIED SECURITY INC., a Mississippi corporation

By:   
Name:  
Title:

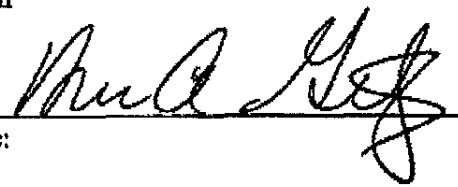
ALLIED SECURITY, INC., a Missouri corporation

By:   
Name:  
Title:

ALLIED SECURITY, INC. - NEVADA,  
a Nevada corporation

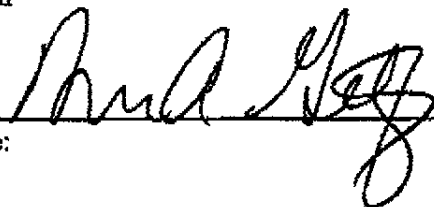
By:   
Name:  
Title:

ALLIED SECURITY, INC., a North Carolina corporation

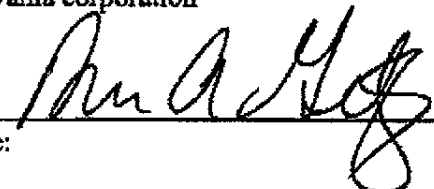
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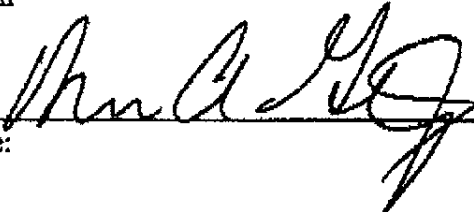
ALLSAFE SERVICES, INC., a Pennsylvania corporation

By:   
Name:  
Title:

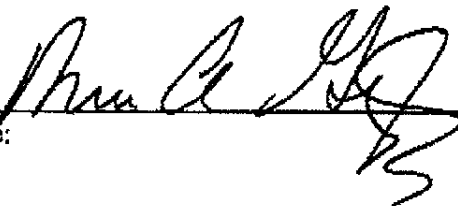
ALLIED SECURITY, INC. - Philadelphia, a Pennsylvania corporation

By:   
Name:  
Title:

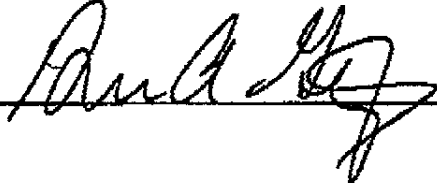
ALLIED SECURITY, INC. a Washington corporation

By:   
Name:  
Title:

ALLIED SECURITY, INC., a West Virginia corporation

By:   
Name:  
Title:

ALLIED SECURITY, INC., a Wisconsin corporation

By:   
Name:  
Title: