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LAW OFFICE OF
PARKER POE, ADAMS & BERNSTEIN L.L.P.
P.O. BOX 389
FIRST UNION CAPITOL CENTER
150 FAYETTEVILLE STREET MALL, SUITE 1400
RALEIGH, NORTH CAROLINA 27602-0389
TELEPHONE 919-828-0564 FACSIMILE 919-834-4564

SMC@parkerpoe.com
www.parkerpoe.com

March 20, 2000

Via Federal Express (air bill 810492582546)

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000003177760--0
-03/21/00--01074--005
***216.25 ***1555
\$172.50

Re: Withdrawal of Qualified Foreign Corporation and
Qualification of Foreign LLC Entity

Dear Madam or Sir:

M-569

At this time, Security Services of America, Inc., a North Carolina corporation is qualified with your office to transact business in Florida. Effective March 15, 2000, Security Services of America, Inc., merged with and into SSA Acquisition Group, LLC and, upon the merger, the surviving LLC changed its name to Security Services of America, LLC.

In speaking with your office, it was our understanding that your office **does not** require a copy of the merger to be filed with your office. Rather, your office requires the corporate entity (which is now merged into an LLC entity) to withdraw its qualification and for the LLC to qualify to transact business in Florida.

Enclosed are the following documents for review and filing in your office:

1. **Application for Withdrawal of Security Services of America, Inc.** with a duplicate copy. Please process this withdrawal and **return the filed copy to our office showing the date and time of filing in Florida.** A filing fee of \$43.75 is included in the enclosed check for your fee. It is our understanding that you do not want the merger of Security Services of America, Inc. into Security Services of America, LLC to be filed with your office, if this is not correct, please contact me at (919) 828-0564.

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MAR 22 AM 10:15
STATE OF FLORIDA

LR
3/24

CHARLOTTE
704-372-9000

COLUMBIA
803-255-8000

SOUTH PARK
704-556-9600

SPARTANBURG
864-591-2030

FRANKFURT
011-49-6196-750081

Florida Secretary of State
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2. **Application for Authorization to Transact Business in Florida for Security Services of America, LLC.** There is an original application and one copy enclosed. **Please return a filed copy to our office, which reflects the date and time of filing in Florida.** The filing fee of \$155.00 is included in the enclosed check.
3. Once the LLC has been duly qualified in Florida, please process this letter as a request for **two (2) Certificates of Existence for Security Services of America, LLC.** The enclosed check includes \$17.50 for these two certificates.

We need these filings to be completed prior to April 3, 2000. If you have any questions or problems with the documents, please call me (collect if necessary) at 919-828-0564. Once the documents are processed and filed, please return our filed copies and the requested Certificates of Existence to our office using the enclosed prepared Federal Express air bill (which charges the package to our firm's account).

Thank you for your assistance in this matter and, again, **if there are any problems -- PLEASE CALL ME PRIOR TO SENDING THE PACKAGE BACK.**

Sincerely,



Susan M. Capps
Paralegal

Enclosures

FILED
00 MAR 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Security Services of America, LLC
(Name of foreign limited liability company)
2. North Carolina 3. Federal Tax ID # 56-2181095
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 02/11/2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1207-C Arendell Street
Morehead City, NC 28557
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

James C. Stevens, 1207-C Arendell Street, Morehead City, NC 28557

Steven L. Frost, 1207-C Arendell Street, Morehead City, NC 28557

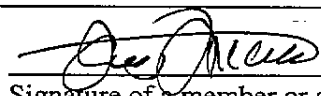
Gregory S. Walbridge, One Buckhead Plaza, Suite 780, 3060 Peachtree Rd NW, Atlanta, GA 30305

John S. Richardson, One Buckhead Plaza, Suite 780, 3060 Peachtree Rd NW, Atlanta, GA 30305

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Provision of Security Guard Services



3/16/2000

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James C. Stevens, manager

Typed or printed name of signee

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MAR 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Security Services of America, LLC

2. The name and the Florida street address of the registered agent and office are:

Kent Journey

(Name)

550 NW 42nd Avenue, Suite 207

Florida street address (P.O. Box NOT ACCEPTABLE)

Miami

FL

33126

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

(Signature)

Kent Journey

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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00 MAR 21 AM 10:15
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

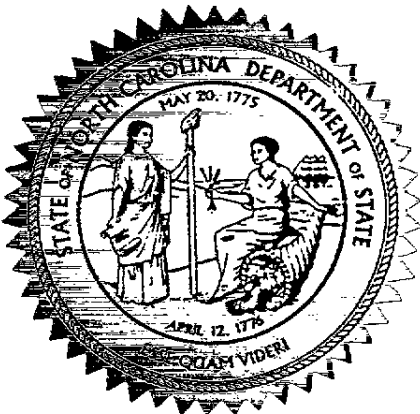
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

SECURITY SERVICES OF AMERICA, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 11th day of February, 2000, with its period of duration ending Perpetual.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.

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MAR 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 14th day of March, 2000.

Elaine F. Marshall

Secretary of State