



APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

02 NOV 12 AM 10:48

STATE OF IDAHO

FILED EFFECTIVE

1. The name of the limited liability company is: _____

Guardsmark, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: _____

Guardsmark, LLC

3. The jurisdiction under whose laws the limited liability company is organized is: Delaware
and the date of its formation was: 10/31/2002

4. The name and address of the registered agent in Idaho is: C T Corporation System

300 North 6th Street, Boise, Idaho 83702

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: _____

1209 Orange St, Wilmington, DE 19801

6. The address of the limited liability company's principal office, if other than the address in #5 above, is: _____

22 South Second St, Memphis, TN 38103-2695

7. The address to which correspondence should be addressed is: _____

22 South Second St, Memphis, TN 38103-2695

8. Signature of a manager, if any, or a member if there are no managers.

Signature *Joshua S Lipman*

Typed Name Joshua S Lipman, SECRETARY

Manager Member

IDAHO SECRETARY OF STATE
11/12/2002 05:00
CK: 88263 CT: 20168 BH: 645418
1 @ 20.00 = 20.00 EXPEDITE C # 2

Secretary of State use only

IDAHO SECRETARY OF STATE
11/12/2002 05:00
CK: 141881498 CT: 2136 BH: 645487
1 @ 100.00 = 100.00 REGFORGLLC # 2

g:\corpforms\LLC_forms\appforregforllc.mdb
Revised 01/2001

W 21340

Delaware

PAGE 1

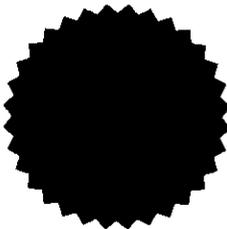
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUARDSMARK, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF NOVEMBER, A.D. 2002.

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

0860835 8300

020688578



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2077979

DATE: 11-07-02