

State of Idaho

Department of State

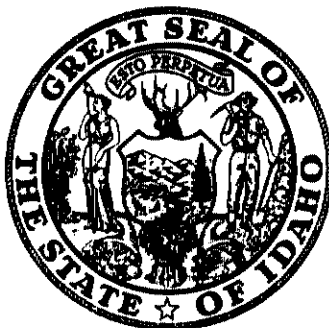
CERTIFICATE OF AUTHORITY OF

BAKER PROTECTIVE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BAKER PROTECTIVE SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to BAKER PROTECTIVE SERVICES, INC. to transact business in this State under the name BAKER PROTECTIVE SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Baker Protective Services, Inc.

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 5/4/87 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 780 Fifth Avenue, King of Prussia, PA 19406

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To establish, maintain and furnish protective security services and to provide maintenance of records, information and communications of all kinds; and the development, installation and operation of procedures and equipment suitable or useful in connection therewith.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Moree, B. E.	Director	5550 77 Center Dr., Charlotte, NC 28217
O'Brien, J.D.	Director	200 So. Michigan Ave., Chicago, IL 60604
Trauscht, D. C.	Director	200 So. Michigan Ave., Chicago, IL 60604
Harper, P. R.	Director/President	780 Fifth Avenue, King of Prussia, PA 19406
Farrell, N.F.	VP., Asst. Treas./ Director	200 So. Michigan Ave., Chicago, IL 60604
Millinger, D.M.	VP-Law	780 Fifth Ave., King of Prussia, PA 19406

(continued on reverse)

Name	Office	Address
Wood, T.M.	Vice President	200 So. Michigan Ave., Chicago, IL 60604
Rathblott, P. L.	Secretary	Two Campus Dr., Parsippany, NJ 07054
Rosenfeld, F.P.	Asst. Secretary	Two Campus Drive, Parsippany, NJ 07054
Swierzewski, M.A.	Asst. Secretary	780 Fifth Ave., King of Prussia, PA 19406
McGovern, B.J.	Asst. Treasurer	200 So. Michigan Avenue, Chicago, IL 60604

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 13, 1992

BAKER PROTECTIVE SERVICES, INC.

(Corporation Name)

By Donald M. Miller

Its ~~President~~ Vice President (please specify)

and Matthew L. Maguire

Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF Pennsylvania)
COUNTY OF Montgomery) ss:

I, Catherine M. Cannatelli, a notary public, do hereby certify that on

this 13th day of November, 19 992, personally appeared before

me D.M. Miller and M.G. Swierzewski, who being by me first duly sworn, declared that ^{they} ~~(s)he~~

are Vice President & Secretary of Baker Protective

is the Services, Inc.

that ^{they} ~~(s)he~~ signed the foregoing document as officers of the corporation and that the statements therein contained are true.

Catherine M. Cannatelli

Notary Seal
Catherine M. Cannatelli, Notary Public
Solebury Twp., Bucks County
My Commission Expires April 1, 1995
Member, Pennsylvania Association of Notaries



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Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY BAKER PROTECTIVE SERVICES, 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 DATE SHOWN BELOW.

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SECRETARY OF STATE
AUTHENTICATION: *3619622

DATE: 10/09/1992