

**FILED EFFECTIVE**

FILED 19 APR 10: 37

STATE OF IDAHO

**ARTICLES OF MERGER**

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Pursuant to Section 30-1-1105 of the  
Idaho Business Corporation Act

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Allied Security LLC, a Delaware limited liability company, does hereby certify:

FIRST: Upon effectiveness of the merger, Allied Security Inc., an Idaho corporation, will merge into Allied Security LLC, a Delaware limited liability company, along with the the other constituent corporations, and its separate existence will cease.

SECOND: The names and states of organization of the constituent entities to this merger are Allied Security Inc., an Idaho corporation, Allied Security LLC, a Delaware limited liability company, and the entities listed on Schedule A attached hereto.

THIRD: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with applicable law, and is attached hereto as Schedule B. The merger has been duly approved by the unanimous vote of all of the issued and outstanding shares of each constituent corporation by its respective sole shareholder.

FOURTH: The name of the entity surviving the merger is Allied Security LLC.

FIFTH: The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation, and the number of votes cast for and against such plan is attached hereto as Schedule C.

SIXTH: The executed agreement 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 constituent entity.

[Step 3(b)]

IDAHO SECRETARY OF STATE  
02/19/2003 05:00  
CK: 4410101228 CT: 70195 BH: 663701  
1 @ 30.00 = 30.00 MERGER # 3  
1 @ 20.00 = 20.00 EXPEDITE C # 4

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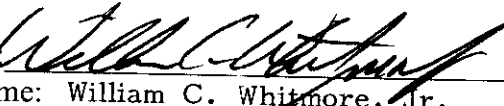
SEVENTH: The merger shall become effective on the date set forth in the Agreement and Plan of Merger.

[Step 3(b)]

IN WITNESS WHEREOF, Allied Security LLC has 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/Member

Schedule A

Allied Security, Inc., an Arizona corporation  
Allied Security, Inc., a Georgia corporation  
Allied Security Inc. - Louisiana, a Louisiana corporation  
Allied Security Inc., a Maine corporation  
Allied Security Inc. of New Jersey, a New Jersey corporation  
Allied Security Inc. - Oregon, an Oregon corporation  
Allied Security Inc., a Rhode Island corporation  
Allied Security Inc. - South Carolina, a South Carolina corporation  
Allied Security Inc. - Tennessee, a Tennessee corporation  
Allied Security Inc., a Texas corporation

Schedule B

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of February \_\_\_\_, 2003, by and among 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;

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

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 in the Merger (the "Surviving Company") 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 holders of interests and members of Allied Security, and is the only approval required for the adoption of this Agreement and the Merger by holders of interests in or members of 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 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.

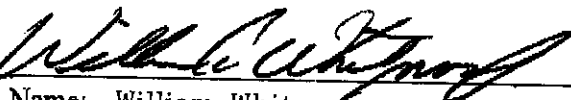
(c) This Agreement shall be governed by the laws of the State of Delaware, without regard to applicable principles of conflicts of law thereof.

[Signature Pages to Follow]

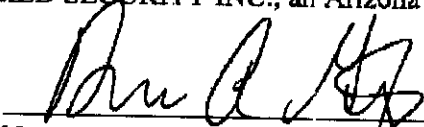
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized, or other authorized person, as applicable, all as of the date first written above.

ALLIED SECURITY LLC, a Delaware limited liability company

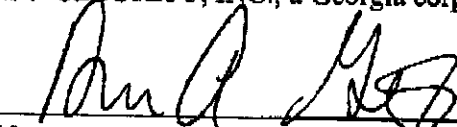
By: SpectaGuard Acquisition LLC, its sole member

By:   
Name: William Whitmore  
Title: President

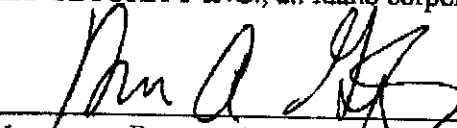
ALLIED SECURITY INC., an Arizona corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

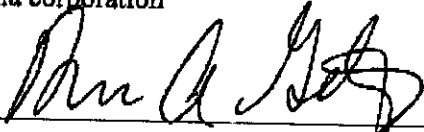
ALLIED SECURITY, INC., a Georgia corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

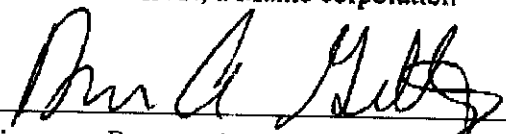
ALLIED SECURITY INC., an Idaho corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

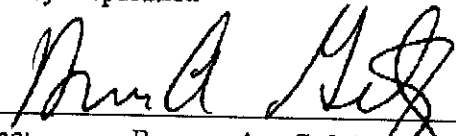
ALLIED SECURITY, INC. - LOUISIANA,  
a Louisiana corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

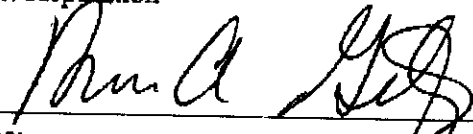
ALLIED SECURITY INC., a Maine corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary


ALLIED SECURITY INC. OF NEW JERSEY,  
a New Jersey corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

ALLIED SECURITY INC. - OREGON,  
an Oregon corporation

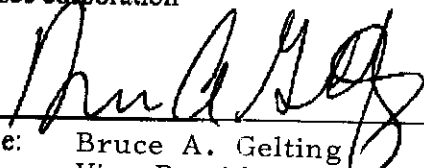
By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

ALLIED SECURITY INC., a Rhode Island  
corporation

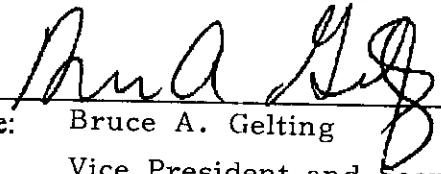
By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary



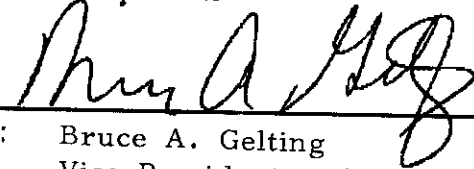
ALLIED SECURITY INC. - TENNESSEE,  
a Tennessee corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

ALLIED SECURITY INC., a Texas corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

ALLIED SECURITY INC. - SOUTH CAROLINA,  
a South Carolina corporation

By:   
Name: Bruce A. Gelting  
Title: Vice President and Secretary

**Schedule A**

- Allied Security, Inc., an Arizona corporation
- Allied Security, Inc., a Georgia corporation
- Allied Security Inc., an Idaho corporation
- Allied Security Inc. - Louisiana, a Louisiana corporation
- Allied Security Inc., a Maine corporation
- Allied Security Inc. of New Jersey, a New Jersey corporation
- Allied Security Inc. - Oregon, an Oregon corporation
- Allied Security Inc., a Rhode Island corporation
- Allied Security Inc., a South Carolina corporation
- Allied Security Inc. - Tennessee, a Tennessee corporation
- Allied Security Inc., a Texas corporation
- Allied Security Inc. - South Carolina, a South Carolina corporation

Schedule C

<b>Name of Entity</b>	<b>Designation and Number of Shares in Each Class or Series Outstanding</b>	<b>Class or Series of Shares Entitled to Vote</b>	<b>Shares Entitled to Vote as a Class or Series</b>	<b>Number of Shares "For"</b>	<b>Number of Shares "Against"</b>
Allied Security LLC, a Delaware limited liability company	Common Shares 100	Common Shares	100	100	None
Allied Security, Inc., an Arizona corporation	Common Stock 10	Common Stock	10	10	None
Allied Security, Inc., a Georgia corporation	Common Stock 5	Common Stock	10	10	None
Allied Security Inc., an Idaho corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc. - Louisiana, a Louisiana corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc., a Maine corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc. of New Jersey, a New Jersey corporation	Common Stock 100	Common Stock	100	100	None
Allied Security Inc. - Oregon, an Oregon corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc., a Rhode Island corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc. - South Carolina, a South Carolina corporation	Common Stock 10	Common Stock	10	10	None

[Step 3(b)]

Allied Security Inc. - Tennessee, a Tennessee corporation	Common Stock 10	Common Stock	10	10	None
Allied Security Inc., a Texas corporation	Common Stock 100	Common Stock	100	100	None

[Step 3(b)]