

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

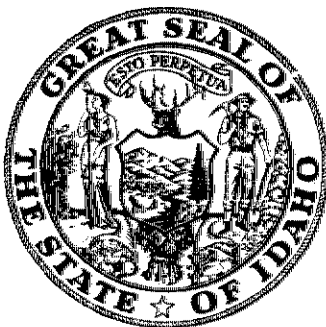
U. S. SECURITY ASSOCIATES, INC.

File Number C 127043

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

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

Dated: January 7, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is U. S. Security Associates, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 11/13/93
5. The address of its principal office is 200 Mansell Court, Fifth Floor, Roswell, GA 30076
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is C T CORPORATION SYSTEM
300 North 6th Street, Boise,
ID 83702 and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Charles R. Schneider</u>	<u>President/CEO</u>	<u>U. S. Security Associates, Inc.</u> <u>200 Mansell Court East, Suite 500</u> <u>Roswell, Ga. 30076</u>
<u>Kenneth W. Oringer</u>	<u>Executive V.P./CFO</u>	<u>200 Mansell Court East, Suite 500</u> <u>Roswell, GA. 30076</u>
<u>Ross Miller</u>	<u>V. P./Secretary</u>	<u>200 Mansell Court East, Suite 500</u> <u>Roswell, GA. 30076</u>
<u>Carl D. Thoma</u>	<u>Director</u>	<u>Thoma Cressey Equity Partners, Inc.</u> <u>4400 Sears Tower, 233 South Wacker Dr</u> <u>Chicago, IL. 60606</u>
<u>Lee M. Mitchell</u>	<u>Director</u>	<u>4400 Sears Tower, 233 South Wacker Dr</u> <u>Chicago, IL. 60606</u>

Dated: 1/4/99

U. S. Security Associates, Inc.
(Corporation name)

By [Signature]
Charles R. Schneider

Its President/CEO
(Specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

IDaho SECRETARY OF STATE

01/07/1999 09:00
CX: 101000102 CT: 69776 BH: 176394

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 127043

FILED

99 JAN -7 AM 11:54
SECRETARY OF STATE
STATE OF IDAHO

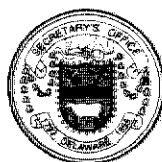
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. SECURITY ASSOCIATES, 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 FIFTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9503139

01-05-99