

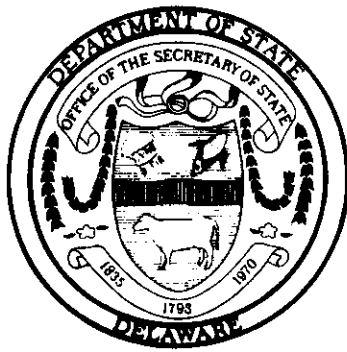
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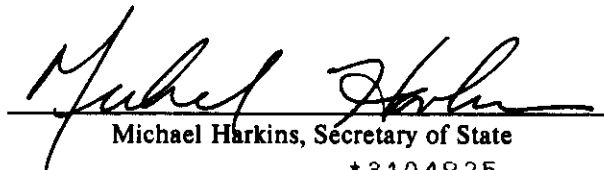
91 JUL 29 AM 9 10

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF GUARDSMARK, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING GUARDSMARK, INC. EASTERN STATES AND GUARDSMARK, INC. NORTH CENTRAL STATES AND GUARDSMARK, INC. ROCKY MOUNTAIN STATES AND GUARDSMARK, INC. WESTERN AREA AND GUARDSMARK INSURANCE SERVICES, INC. AND GUARDSMARK SOUTHEAST, INC. AND THE LIPMAN REPORT, INC. AND PSYCHOLOGICAL SERVICES CORPORATION OF AMERICA CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, GUARDSMARK SPECIAL SERVICES, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MAINE, GUARDSMARK OF HOUSTON, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE



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Michael Harkins, Secretary of State
*3104825
AUTHENTICATION:
DATE: 07/10/1991

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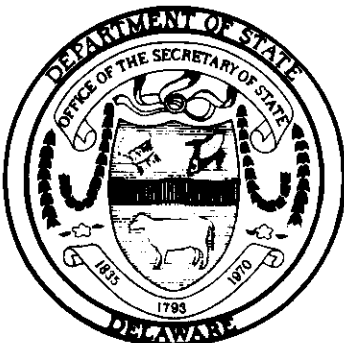
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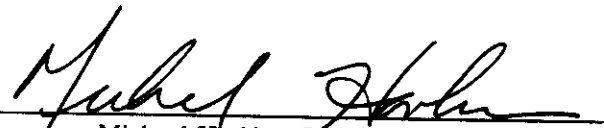
STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-SIXTH DAY OF JUNE, A.D. 1991, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

* * * * *



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Michael Harkins, Secretary of State
*3104825

AUTHENTICATION:

DATE:

07/10/1991