

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC.

a corporation duly organized and existing under the laws of New York has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 1st day of December 1958, a properly authenticated copy of its articles of incorporation, and on the 1st day of December 1958, a designation of Ralph R. Breshears in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 1st day of December, A.D. 1958.

Secretary of State.

CERTIFICATE OF INCORPORATION

of

THE WILLIAM J. BURNS
INTERNATIONAL DETECTIVE AGENCY, INC.

(Pursuant to Article Two of the Stock Corporation Law.)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 18 1947

TAX \$ 50
FILING FEE \$ 70

JAMES HARTE LEVENSON
32 Broadway
New York 4, N. Y.

Thomas J. Curran
SECRETARY OF STATE
W. J. Burns

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We, the undersigned, desiring to form a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe, acknowledge and file this certificate for that purpose, as follows:

FIRST: The name of the corporation is THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC.

SECOND: The purposes for which it is to be formed are:

(a) To engage in the business of private detectives, to establish and advertise a detective agency, and to carry on the business of furnishing or supplying information as to the character or kind of business or occupation of any individual, partnership, or corporation; to conduct and maintain similar agencies, and to employ agents in any of the states, territories, colonies, or dependencies of the United States, and in any and all foreign countries.

(b) To investigate, collect information as to, and make reports upon, any subject matter whatever for any person, including, but not by way of limitation, the conduct, practices and discriminatory and unfair methods of retailers, shopkeepers, storekeepers and any other dealers or any combination thereof, in any way related to dealings by them in or with any product of any kind whatever of any manufacturer or any commodity which is a subject of commerce or which is dealt in or with by wholesale dealers or corporations, and to devise and put into operation ways, systems, and methods for the detection and prevention of conduct, practices, and methods of retailers, shopkeepers, storekeepers, and any other dealers or any combination thereof, in any way discriminatory or unfair to any manufacturer, wholesale dealer, or corporation.

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(c) To furnish the services of detectives and collectors of information to any person.

(d) To maintain and operate a bureau for the purpose of collecting and supplying information and data relative to the names, residences, and occupations of individuals, and their relations by blood or otherwise to other individuals, whether in private or public life, and whether for social, business or other purposes; to conduct and carry on a bureau for the identification of persons whom it is employed to investigate, and any and all other persons, and in that connection to maintain and operate a bureau for identification of all persons who have been engaged in litigation, or who may be expected to litigate a cause of action, or any and all other persons; to conduct and operate a detective bureau for rendering secret service.

(e) To design, manufacture, buy and sell and generally deal in automatic electric alarms and other devices for use on the person or in banks, stores, buildings, offices, houses, churches and other places for protection against burglary and any other intrusion and to install, repair, inspect and overhaul burglar alarms and other alarms of all kinds, makes and descriptions. To design, manufacture, buy and sell watchmen's clocks and watches of all kinds. To acquire all real property and equipment necessary to conduct the business.

(f) To furnish the services of watchmen, guards, detectives, escorts, process servers, messengers, ushers, bill collectors, investigators and collectors of information.

(g) To devise, put into operation and conduct ways, systems and methods for the prevention and detection of

crime and the apprehension and arrest of criminals, for the recovery of lost or stolen property, for the finding of missing persons, documents or goods, for investigating and reporting upon the antecedents, habits, character, doings, reliability, credit or financial condition of persons, firms, associations or corporations. Generally to do all things commonly done by private detectives and by credit and mercantile reporting agencies.

(h) To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same and to construct, maintain, alter, manage and control directly or through ownership of stock in any other corporation any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purpose of this corporation.

(i) To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

(j) To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of

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indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidence of indebtedness or stock.

(k) The foregoing and following clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing and following enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinabove enumerated either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

(l) Nothing in this certificate contained, however, shall authorize the corporation to carry on any business or exercise any powers in any state or country which a similar corporation organized under the laws of such state or country could not carry on or exercise; or to engage within or without the State of New York in the business of a lighting or a transportation corporation, or in the common carrier business, or to issue bills, notes or other evidence of debt for circulation as money.

THIRD: The total number of shares that may be issued is one thousand (1,000), all of which are to be without par value.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares

having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as, from time to time, by resolution of the board of directors, may be transferred thereto.

FOURTH: The office of the corporation is to be located in the Borough of Manhattan, City of New York, County of New York and State of New York.

The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is 101 Park Avenue, Borough of Manhattan, City and State of New York.

FIFTH: Its duration is to be perpetual.

SIXTH: The number of directors is to be not less than three and not more than nine and directors need not be stockholders.

SEVENTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders are as follows:

<i>Names</i>	<i>Post-Office Addresses</i>
RAYMOND J. BURNS	101 Park Avenue, New York 17, N. Y.
W. SHERMAN BURNS	101 Park Avenue, New York 17, N. Y.
D. BRUCE BURNS	101 Park Avenue, New York 17, N. Y.

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EIGHTH: The names and post-office addresses of the subscribers to this certificate and a statement of the number of shares of stock which each agrees to take in the corporation are as follows:

<i>Names</i>	<i>Post-Office Addresses</i>	<i>No. of Shares</i>
RAYMOND J. BURNS	101 Park Avenue, New York 17, N. Y.	1
W. SHERMAN BURNS	101 Park Avenue, New York 17, N. Y.	1
D. BRUCE BURNS	101 Park Avenue, New York 17, N. Y.	1

NINTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served within the State of New York.

TENTH: No share or shares of stock of this corporation shall be sold, assigned, pledged or transferred by any stockholder or by the executors, administrators, legatees or next of kin of such stockholder, to any person or persons, except to a stockholder of record, unless and until such share or shares shall have been first offered in writing to the corporation for purchase at the fair value thereof, and the corporation for a period of Thirty (30) days ensuing such offer shall have refused or neglected to purchase the same. If the stockholder or the executors, administrators, legatees or next of kin of such stockholder shall not agree with the Board as to the fair value of said share or shares the same shall be ascertained by appraisal by three disinterested appraisers, one of whom shall be appointed by

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the corporation and one by the stockholder, or the executors, administrators, legatees or next of kin of such stockholder, and the two so selected shall appoint a third appraiser. The decision of any two of the appraisers chosen shall be conclusive as to the price to be paid by the corporation. The corporation may refuse to transfer on its books any sale, assignment, pledge or transfer of shares in violation of the foregoing provisions.

ELEVENTH: All of the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States and at least one of them is a resident of the State of New York. All of the persons named as directors are of full age and at least one of them is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, signed, acknowledged this certificate in duplicate this 17th day of December, 1947.

W. Stewart Burns
W. Stewart Burns
W. Stewart Burns

STATE OF NEW YORK,
COUNTY OF NEW YORK, ss.:

On this 17th day of December, 1947, before me personally came RAYMOND J. BURNS, W. STEIGMAN BURNS and D. BRUCE BURNS, to me known to be the persons described in and who executed the foregoing certificate of incorporation and they thereupon severally duly acknowledged to me that they executed the same.

James Patrick Bowe

Notary Public, State of New York
Residing in Queens County
Certificate Filed in Queens County
Queens County Clerk's No. 267
Certificate Filed in New York County
New York County Clerk's No. 502
Commission Expires March 30, 1948.

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC.

Pursuant to Section 36 of
the Stock Corporation Law.

WE, the undersigned, W. SHERMAN BURNS and JOHN D. O'CONNOR, being respectively the President and the Secretary of THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC., certify:

96 1. The name of the corporation is THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC., said name having been authorized by the filing of a certificate of incorporation in the office of the Secretary of State on December 18, 1947.

2. The certificate of incorporation is amended to effect a change in increase of number of shares pursuant to Subdivision 2 of Section 35 of the Stock Corporation Law, so as to increase the authorized number from 1,000 to 2,500.

3. Paragraph "THIRD" of the certificate of incorporation filed December 18, 1947 pursuant to law, which relates to the authorized number of shares which may be issued by the corporation is amended to read as follows:

"THIRD: The total number of shares that may be issued is twenty-five hundred (2,500), all of the shares are to be without par value.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all

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issued shares having par value,
plus the aggregate amount of
consideration received by the
corporation for the issuance of
shares without par value, plus
such amounts as, from time to
time, by resolution of the board
of directors, may be transferred
thereto."

IN WITNESS WHEREOF, WE have made and subscribed
this certificate this 21st day of December, 1955.

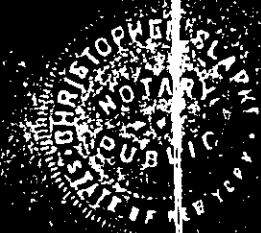

President


Secretary



STATE OF NEW YORK)
COUNTY OF NEW YORK) 56.:

On this 21st day of December, 1955, before me personally came W. SHERMAN BURNS and JOHN D. O'CONNOR, to me known and known to me to be the individuals described in and who executed the foregoing instrument and acknowledged to me that they executed the same.



Christopher Clarke
CHRISTOPHER CLARKE
Qualified in Queens County
Certified in the following offices:
County Clk: Queens & New York
Register: Queens & New York
Term Expires March 30, 1960

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

W. SHERMAN BURNS and JOHN D. O'CONNOR, being duly sworn, depose and say, and each for himself deposes and says: That he, W. SHERMAN BURNS, is the President of THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC., and he, JOHN D. O'CONNOR, is the Secretary thereof; that they have been authorized to execute and file this certificate by the votes cast in person or by proxy of the holders of record of all, being more than a majority, of the outstanding shares entitled to vote, at a stockholders' meeting held in the City of New York, State of New York, on the 19th day of December, 1955, at 11 a.m. duly called and held upon written waiver pursuant to Section 31 of the General Corporation Law of the State of New York, by every stockholder entitled to such notice and entitled to participate in the action to be taken, at which meeting such votes were cast, with relation to the increase of number of shares provided for in the certificate and that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes.

W. Sherman Burns
President
John D. O'Connor
Secretary



Subscribed and sworn to before
me this 21st day of December, 1955.

CHRISTOPHER CLARKE
Notary Public, State of New York
Christopher Clarke
Commission Expires in the following office
County of Queens, New York
Register of Deeds & New York
Term Expires March 31, 1957


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STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

W. SHERMAN BURNS and JOHN D. O'CONNOR, being duly and severally sworn, depose and say, and each for himself deposes and says: That he, W. SHERMAN BURNS, is the President of THE WILLIAM J. BURNS INTERNATIONAL DETECTIVE AGENCY, INC. , and he, JOHN D. O'CONNOR, is the Treasurer thereof; the the number of additional shares which the corporation is hereby authorized to issue is 1,500, all of which are without par value.

W. Sherman Burns
President

John D. O'Connor
Treasurer



Subscribed and sworn to before
me this 21st day of December, 1955.



CHRISTOPHER CLARK
Notary Public
Christopher Clark
County of Queens, New York
Resides: Queens & New York
Term Expires March 30, 1956