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F94000000907

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Tallahassee, FL 32301

City State Zip Phone

**CORPORATION(S) NAME**

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-06/30/98-01047-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Airborne Security & Services, Inc*  
*merged into:*  
*U.S. Security Associates, Inc*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AIRBOURNE SECURITY & SERVICES, INC., a Florida corporation,  
P94000063582

into

**U.S. SECURITY ASSOCIATES, INC.**, a Delaware corporation F94000000907

File date: June 30, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
AIRBORNE SECURITY & SERVICES, INC.  
WITH AND INTO  
U. S. SECURITY ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** U. S. SECURITY ASSOCIATES, INC. (the parent corporation) is a corporation organized under the laws of the State of Delaware owning 100 percent of the shares of AIRBORNE SECURITY & SERVICES, INC., a corporation organized under the laws of the State of Florida (the subsidiary corporation). The surviving corporation in this Merger is U. S. SECURITY ASSOCIATES, INC. (the parent corporation).

**SECOND:** The Plan of Merger attached hereto as Exhibit A was adopted by unanimous written consent of the Board of Directors of U. S. SECURITY ASSOCIATES, INC. (the parent corporation). Shareholder approval is not required in connection with this Merger.

**THIRD:** The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

Upon consummation of this Merger, all shares of capital stock of the subsidiary shall be cancelled and extinguished in all respects.

**FOURTH:** Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from this Merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. As the parent corporation is the holder of all of the outstanding shares of the subsidiary and has approved this Merger, there are no dissenting shareholders of the subsidiary.

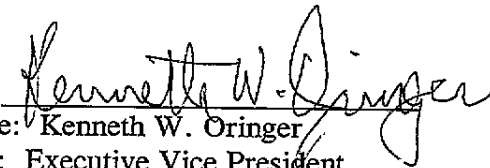
**FIFTH:** The parent corporation, as the holder of all of the outstanding shares of the subsidiary, has waived the requirement that a copy or summary of the Plan of Merger be mailed to it.

**SIXTH:** The effective date of the Merger shall be (i) the date of filing with the Secretary of State or (ii) at 11:59 p.m. on June 30, 1998, whichever occurs later.

SEVENTH: There are no amendments to the Articles of Incorporation of the parent corporation being made in connection with this Merger.

Signed as of the 29<sup>th</sup> day of June, 1998.

**U. S. SECURITY ASSOCIATES, INC.**  
(Surviving Corporation)

By:   
Name: Kenneth W. Oringer  
Title: Executive Vice President

**AIRBORNE SECURITY & SERVICES, INC.**  
(Merged Corporation)

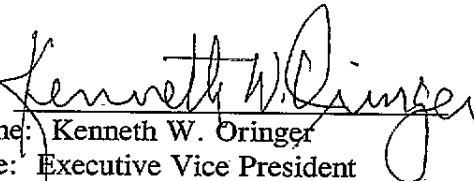
By:   
Name: Kenneth W. Oringer  
Title: Executive Vice President

EXHIBIT A  
**PLAN OF MERGER  
OF  
AIRBORNE SECURITY & SERVICES, INC.  
WITH AND INTO  
U. S. SECURITY ASSOCIATES, INC.**

**WHEREAS**, the Board of Directors of U. S. Security Associates, Inc. ("U. S. Security"), a Delaware corporation, deems it to be advisable and in the best interest of U. S. Security, its shareholders and Airborne Security & Services, Inc., ("Subsidiary"), a Florida corporation which is a wholly-owned subsidiary of U. S. Security, for U. S. Security to take such steps as are necessary to cause Subsidiary to be merged with and into U. S. Security, with U. S. Security surviving the merger; and

**WHEREAS**, such merger shall be accomplished pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law;

**NOW, THEREFORE**, pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, the undersigned domestic parent and subsidiary corporations set forth this Plan of Merger and state as follows:

1. The name of the parent corporation, which shall be the surviving corporation is, and shall continue to be, U. S. Security Associates, Inc., which is and shall remain a Delaware corporation.
2. The name of the subsidiary corporation is Airborne Security & Services, Inc., which is a Florida corporation.
3. Airborne Security & Services, Inc., the subsidiary corporation, shall be merged with and into U. S. Security Associates, Inc., its parent corporation, which shall be the surviving corporation.

The terms and conditions of the merger are:

- (a) The merger shall be approved by the Board of Directors of U. S. Security Associates, Inc., in accordance with Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law.

(b) The Articles of Incorporation and Bylaws of U. S. Security Associates, Inc. in effect immediately prior to the effective time of the merger, and the directors and officers of U. S. Security Associates, Inc. in office immediately prior to the effective time of the merger shall continue to be the Articles of Incorporation and Bylaws, unless and until amended in accordance with law or such Articles of Incorporation and Bylaws, and the directors and officers of U. S. Security Associates, Inc., as the surviving corporation, at and after the effective time of the merger.

4. As to Airborne Security & Services, Inc., the designation and number of outstanding shares (of each class) and the number of such shares owned by the surviving corporation are as follows:

<b>Name of Subsidiary</b>	<b>Designation and Number of Outstanding Shares</b>	<b>Number of Shares Owned by Surviving Corporation</b>
Airborne Security & Services, Inc.	100 Common Shares	100 Common Shares

Upon consummation of the merger, all shares of capital stock of Airborne Security and Services, Inc. owned by U. S. Security Associates, Inc. shall be cancelled and extinguished in all respects.

5. The Merger shall be effective at the later of (i) the date and time a Certificate of Ownership and Merger reflecting the merger shall become effective with the Secretary of State of the State of Delaware and the date and time the Articles of Merger reflecting the merger shall become effective with the Secretary of State of Florida or (ii) 11:59 p.m. on June 30, 1998.

DATED as of the 29<sup>th</sup> day of June, 1998.

U. S. SECURITY ASSOCIATES, INC.

By: Kenneth W. Oringer  
Kenneth W. Oringer  
Executive Vice President

AIRBORNE SECURITY &  
SERVICES, INC.

By: Kenneth W. Oringer  
Kenneth W. Oringer  
Executive Vice President