

MD 5-12-98

RECORD T

05-29-1998



Tab settings

To the Honorable Commissioner of Patents a.

100721863

original documents or copy thereof.

1. Name of conveying party(ies):

Dynamark Security Centers, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Maryland, Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Dynamark Security Centers, LLC

Internal Address:

Street Address: 19833 Leesburg Pike

City: Hagerstown State: MD ZIP: 21742

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Maryland Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: 5/8/98

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

05/28/1998 DCOATES 00000205 1761698

01 FC:481 40.00 DP
02 FC:482 300.00 DP

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

See Exhibit A

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark J. Tauber

Internal Address: Piper & Marbury L.L.P.

Street Address: 1200 Nineteenth Street, NW

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

XX Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark J. Tauber Name of Person Signing

Signature

5/12/98 Date

Total number of pages including cover sheet, attachments, and document: 7

EXHIBIT A

United States

<u>Mark</u>	<u>Registration/Serial No.</u>
DYNAMARK SECURITY CENTERS WE PROTECT AMERICA (& DESIGN)	1,761,698
DYNAMARK DAN	1,335,943
DYNAMARK SECURITY CENTERS NATIONALLY KNOWN, LOCALLY OWNED (& DESIGN)	1,397,946
S.A.F.E./SECURITY AFFORDABLE FOR EVERYONE	74/389,547
DYNAWATCH (& DESIGN)	1,335,868
DYNAMARK	1,579,938
DYNAMARK SECURITY CENTERS (& DESIGN)	1,335,309
DYNACARE	2,070,322
DYNACARE	1,946,488
DYNAWATCH	1,942,795
DYNAMARK	2,115,187
CHILD SEEKERS (& DESIGN)	1,414,553
WE PROTECT AMERICA	74/561292

Canada

DUNAWATCH	TMA 476,701
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ARTICLES OF MERGER

APPROVED FOR RECORD

by and between

05/08/98 at 12:33 p.m.
Effective 05/11/98

DYNAMARK SECURITY CENTERS, INC.
a Maryland corporation

and

DYNAMARK SECURITY CENTERS, LLC
a Maryland limited liability company,

May 8, 1998

DYNAMARK SECURITY CENTERS, INC., a Maryland corporation (hereinafter, the "Merging Corporation") and DYNAMARK SECURITY CENTERS, LLC, a Maryland limited liability company (hereinafter, the "Surviving LLC"), do hereby certify that:

FIRST: Each of the Merging Corporation and the Surviving LLC hereby agree to the merger of the Merging Corporation with and into the Surviving LLC.

SECOND: The name and place of incorporation or organization of each party to these Articles are Dynamark Security Centers, Inc., a Maryland corporation, and Dynamark Security Centers, LLC, a Maryland limited liability company. The Surviving LLC shall survive the merger and shall continue as a limited liability company under the laws of the State of Maryland.

THIRD: The Merging Corporation has its principal office located at 19833 Leitersburg Pike, Hagerstown, Maryland 21742. The Surviving LLC has its principal office at 19833 Leitersburg Pike, Hagerstown, Maryland 21742. The Merging Corporation does not own any interest in land or real property in Maryland.

FOURTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by the Merging Corporation by the vote required by its Charter and the laws of the state of its incorporation, and by the Surviving LLC in the manner and by vote required by its Articles of Organization, its Operating Agreement and the laws of the state of its organization. The manner of approval was as follows:

(a) The Board of Directors of the Merging Corporation, by unanimous written consent of directors in lieu of meeting dated May 8, 1998,

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FAX NO. 23017972189

MAY-8-98 FRI 12:33 PM DYNAMARK SECURITY

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the <u>5</u> page document on file in this office. DATED: <u>5-11-98</u>	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u>[Signature]</u>	Custodian
This stamp replaces our previous [unclear] system. Effective: 6/95	

signed by all the Directors and filed with the minutes of proceedings of the Board of Directors of the Merging Corporation, adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution and directed that the proposed merger be submitted for consideration by the sole stockholder of the Merging Corporation.

(b) Pursuant to a written consent of the sole stockholder of the Merging Corporation dated May 8, 1998, the proposed merger was approved by the sole stockholder of the Merging Corporation.

(c) Pursuant to a joint written consent of the sole member and the sole manager signed by the sole member and the sole manager of the Surviving LLC dated May 8, 1998, the proposed merger was approved by the unanimous written consent of the sole member and the sole manager of the Surviving LLC.

FIFTH: There is no change to the Articles of Organization of the Surviving LLC effected hereby.

SIXTH: The total number of shares of stock of all classes which the Merging Corporation has authority to issue and the par value of the shares of stock of each class for the Merging Corporation is as follows:

<u>Classes of Stock</u>	<u>Authorized Shares</u>	<u>Par Value (per share)</u>	<u>Aggregate Par Value</u>
Class A Common	2,000,000	\$0.01	\$20,000
Class B Common	4,000,000	\$0.01	\$40,000
Preferred	336,870	\$1.00	\$336,870

SEVENTH: The membership interests of the Surviving LLC are not divided into classes.

EIGHTH: The manner and basis of converting or exchanging outstanding stock of the Merging Corporation into different stock of a corporation, or other consideration, and the treatment of any issued stock of the Merging Corporation not to be converted or exchanged are as follows:

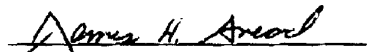
(a) Each outstanding membership interest of the Surviving LLC on the effective date shall continue, without change, to be an outstanding membership interest of the Surviving LLC.

(b) Each outstanding membership interest of the Merging Corporation shall, upon effectiveness and without further act, be deemed to be surrendered by its holder and liquidated and cancelled by the Merging Corporation, to be of no further force or effect. In exchange therefore, the holder of the Common Stock of the Merging Corporation shall receive a credit to its capital account balance in the Surviving LLC equal to \$2,000,000.

NINTH: The merger shall become effective on Monday, May 11, 1998.

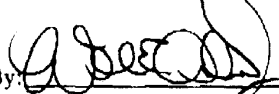
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective names and on their respective behalves by, in the case of the Surviving LLC, by the undersigned authorized person, and, in the case of the Merging Corporation, the Chairman of the Board and the Secretary of the Merging Corporation, all on the day and year first above written.

WITNESS/ATTEST:


James M. Snead, Secretary

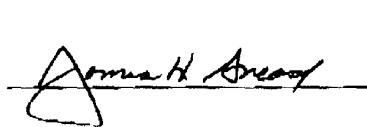
MERGING CORPORATION:

DYNAMARK SECURITY CENTERS, INC.

By: 
Wayne E. Alter, Jr., Chairman

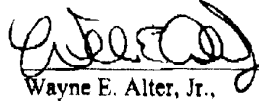
SURVIVING LLC:

DYNAMARK SECURITY CENTERS, LLC



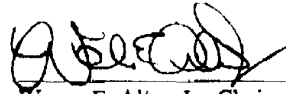
By: 
Wayne E. Alter, Jr., Manager/Authorized Person

THE UNDERSIGNED, a Manager and an authorized person of DYNAMARK SECURITY CENTERS, LLC within the meaning of Section 4A-101(c) of the Maryland Limited Liability Company Act, who executed on behalf of said limited liability company the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said limited liability company the foregoing Articles of Merger to be the act of said limited liability company, and hereby certifies to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Wayne E. Alter, Jr.
Manager/Authorized person

THE UNDERSIGNED, the Chairman of the Board of DYNAMARK SECURITY CENTERS, INC., who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporations the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Wayne E. Alter, Jr., Chairman

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26281-2

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FAX NO. 23017972189

MAY - 8 - 98 FRI 12:35 PM DYNAMARK SECURITY

State of Maryland
**DEPARTMENT OF
 ASSESSMENTS AND TAXATION**



PARRIS N. GLENDENING
Governor
 RONALD W. WINEHOLT
Director
 PAUL B. ANDERSON
Administrator

Charter Division

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 71
 # _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
 (Transferor) Dynamark Security
Centers, Inc
D0792572

Surviving
 (Transferee) Dynamark Security
Centers, LLC
W14980637

CODE	AMOUNT	FEE REMITTED
10	<u>70</u>	Expedited Fee
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
66	_____	Rec. Fee (Revival)
65	_____	Rec. Fee (Dissolution)
75	_____	Special Fee
73	_____	Certificate of Conveyance
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
70	_____	Change of P.O., R.A. or R.A.A.
31	_____	Corp. Good Standing
600 Returns		
52	_____	Foreign Qualification
NA	_____	Foreign Registration
51	_____	Foreign Name Registration
53	_____	Foreign Resolution
54	_____	For. Supplemental Cert.
56	_____	Penalty
50	_____	Cert. of Qual. or Reg.
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
80	_____	For. Limited Partnership
91	_____	Amend/Cancellation, For. Limited Part.
87	_____	Limited Part. Good Standing
67	_____	Cert. Limited Liability Partnership
68	_____	LLP Amendment - Domestic
69	_____	Foreign Limited Liability Partnership
74	_____	LLP Amendment - Foreign
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation.
96	_____	Registration Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	LLC Good Standing (short)
13	<u>15</u>	<u>2</u> Certified Copy <u>8/22/08</u>
_____	_____	Other _____

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s) _____

CODE 048
 ATTENTION: Stephen Sharkey

MAIL TO ADDRESS: _____

NOTE:

TOTAL FEES 105 Credit Card
 _____ Check Cash

Documents on _____ checks

APPROVED BY: HN