

RECORDED  
07-15-1999

3 SHEET  
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To the Honorable Commissioner of

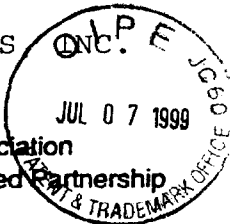
attached original documents or copy thereof.



101091833

1. Name of conveying party(ies):

DYNAMARK SECURITY CENTERS



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

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

3. Nature of conveyance:

7.7.99

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

Execution Date: May 11, 1998

2. Name and address of receiving party(ies)

Name: DYNAMARK SECURITY CENTERS, LLC

Internal Address: \_\_\_\_\_

Street Address: 19833 Leitersburg Pike

City: Hagerstown State: MD ZIP: 21742

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

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

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

A. Trademark Application No.(s)  
(SEE SCHEDULE A)

B. Trademark Registration No.(s)  
(SEE SCHEDULE A)

Additional numbers attached?  Yes  No

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

Name: Stevens, Davis, Miller & Mosher LLP

Internal Address: C/O Ruth Mae Finch

Street Address: 1615 L Street, N.W.

Suite 850

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: \_\_\_\_\_

14

7. Total fee (37 CFR 3.41).....\$ 365.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

# 194375

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

07/14/1999 MTHAI1 00000228 1761698

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 325.00 DP

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.

[Signature]  
Name of Person Signing

[Signature]  
Signature

7/7/99  
Date

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

- (1) DYNAMARK SECURITY CENTERS  
"WE PROTECT AMERICA" (& DESIGN)  
Reg. No. 1,761,698  
March 30, 1993
- (2) DYNAMARK DAN  
Reg. No. 1,335,943  
May 14, 1985
- (3) DYNAMARK SECURITY CENTERS NATIONALLY KNOWN,  
LOCALLY OWNED (& DESIGN)  
Reg. No. 1,397,946  
June 17, 1986
- (4) S.A.F.E. SECURITY AFFORDABLE FOR EVERYONE  
Reg. No. 2,157,932  
May 19, 1998
- (5) DYNAWATCH (& DESIGN)  
Reg. No. 1,335,868  
March 14, 1985
- (6) DYNAMARK  
Reg. No. 1,579,938  
January 30, 1990
- (7) DYNAMARK SECURITY CENTERS (& DESIGN)  
Reg. No. 1,335,309  
May 14, 1985
- (8) DYNACARE  
Reg. No. 2,070,322  
June 10, 1997
- (9) DYNACARE  
Reg. No. 1,946,488  
January 9, 1996
- (10) DYNAWATCH  
Reg. No. 1,942,795  
December 19, 1995

(11) DYNAMARK  
Reg. No. 2,115,187  
November 25, 1997

(12) CHILD SEEKERS (& DESIGN)  
Reg. No. 1,414,553  
November 21, 1986

U.S. TRADEMARK APPLICATIONS

(13) WE PROTECT AMERICA  
74/561,292  
Filed: August 15, 1994

(14) DYNACARE HOME SECURITY  
SN 74/637,729  
Filed: February 23, 1995

ARTICLES OF MERGER

APPROVED FOR RECORD

by and between

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

DYNAMARK SECURITY CENTERS, INC.  
a Maryland corporation

effective 05/11/98

and

DYNAMARK SECURITY CENTERS, LLC  
a Maryland limited liability company,

81328041

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 her by 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 corporation, 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,

STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the original document on file in this office.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

By: *Alexander*

This stamp replaces our previous certification system.

MAY-8-98 12:33 PM

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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:

<i>Classes of Stock</i>	<i>Authorized Shares</i>	<i>Par Value (per share)</i>	<i>Aggregate Par Value</i>
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:

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(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.

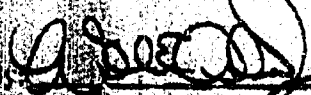
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective names and on their respective behalf, by, in the case of the Surviving LLC, by the undersigned authorized person, and, in the case of the Merging Corporation, the Chairman of the Board and the Secretary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

**WITNESS/ATTEST:**

**MERGING CORPORATION:**

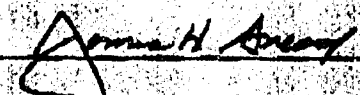
DYNAMARK SECURITY CENTERS, INC.

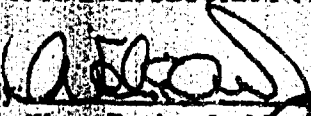
  
James H. Snead, Secretary

  
Wayne E. Alter, Jr., Chairman

**SURVIVING LLC:**

DYNAMARK SECURITY CENTERS, LLC

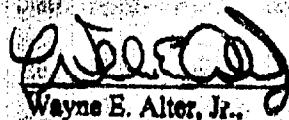


  
Wayne E. Alter, Jr., Manager/Authorized Person

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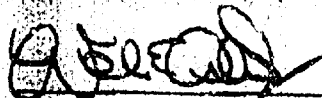
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THE UNDERSIGNED, a Manager and an authorized person of DYNAMARK SECURITY CENTERS, LLC within the meaning of Section 4A-101(c) of the Maryland Limited Liability Company Act, who executed on behalf of said limited liability company the foregoing Articles 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 Corporation 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

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



REGISTRY  
 00311 716  
 SECURITY - CERTIFIED - LLC

SEB N. CLARKE  
 Governor  
 RONALD W. VOORHEES  
 Comptroller  
 SAUL B. ANDERSON  
 Administrator

Charter Division

DOCUMENT CODE 118 BUSINESS CODE \_\_\_\_\_ COUNTY 71  
 # \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) Dynamak Security Centers, Inc  
DO792572

Surviving (Transferee) Dynamak Security Centers, Inc  
W14980637

CODE	AMOUNT	FEE REQUIRED
10	<u>20</u>	Expedited Fee
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger/Consolid.)
64	_____	Rec. Fee (Transfer)
66	_____	Rec. Fee (Revival)
65	_____	Rec. Fee (Dissolution)
75	_____	Special Fee
73	_____	Certificate of Conveyance
Returns		
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
70	_____	Change of P.O., E.A. or R.A.A.
31	_____	Corp. Good Standing
67	_____	Foreign Qualification
68	_____	Foreign Registration
69	_____	Foreign Name Registration
71	_____	Foreign Dissolution
72	_____	For. Supplemental Cert.
74	_____	Penalty
76	_____	Cert. of Diss. or Res.
77	_____	Cert. Limited Partnership
78	_____	Amendment to Limited Partnership
79	_____	Termination of Limited Partnership
80	_____	For. Limited Partnership
81	_____	Amend/Cancellation, For. Limited Part.
82	_____	Limited Part. Good Standing
83	_____	Cert. Limited Liability Partnership
84	_____	LLP Amendment - Domestic
85	_____	Foreign Limited Liability Partnership
86	_____	LLP Amendment - Foreign
87	_____	Art. of Organization (LLC)
88	_____	LLC Amend, Diss., Continuation
89	_____	LLC Cancellation
90	_____	Registration Foreign LLC
91	_____	Foreign LLC Supplemental
92	_____	LLC Good Standing (short)
93	<u>15</u>	Certified Copy
94	_____	Other

(New Items) \_\_\_\_\_

- \_\_\_\_\_ 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 Res. Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name
- \_\_\_\_\_ Other Change(s)

CODE 048  
 ATTENTION: Stephen Shirley

MAIL TO ADDRESS:  
 2102 CHARLES CENTER SOUTH  
 BALTIMORE MD 31201

TOTAL FEES 105  Credit Card  
 Check  Cash

Documents on \_\_\_\_\_ checks  
 APPROVED BY: HV

NOTE:

**CERTIFIED COPY MADE**

TRADEMARK