

06-04-2003

FORM PTO-1594
(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



COVER SHEET
BY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102464041

Atty Docket No.

To the Assistant Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies): U.S. Security Associates Partners, Inc.
2-1-25-03

- Individuals(s)
- General Partnership
- Corporation-State - Delaware
- Other _____
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies)
Name: U.S. Security Holdings, Inc.
Internal Address: _____
Street Address: 200 Mansell Court
City: Roswell State: Georgia Zip: 30076

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Third Amendment to Certificate of Incorporation with Name Change
Execution Date: January 14, 2003

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

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s)
Serial No. 76/298,862 - MARKET MASTER

B. Trademark Registration No.(s)
Reg. No. 2,476,272 - PAST POSITIVE
Reg. No. 2,585,122 - RESPONSE MANAGEMENT
Reg. No. 2,348,358 - Concentric Circle Design
Reg. No. 2,342,946 - OUTSOURCE PARTNERS
Reg. No. 2,342,949-OUTSOURCE PARTNERS, INC. and Design

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: William H. Brewster
Internal Address: Kilpatrick Stockton LLP
Street Address: 1100 Peachtree St., Suite 2800
City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41).....\$ 165.00
 Enclosed
 Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:
11-0860

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.

Christine P. James
Name of Person Signing

Christine P. James
Signature

4/18/03
Date

04/03/2003 DBTRM 00000140 76298862

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

01 FC:8521
02 FC:8522

40.00 OP
125.00 OP

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:03 AM 01/16/2003
030092363 - 3127670

**CERTIFICATE OF
THIRD AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF**

U. S. SECURITY ASSOCIATES PARTNERS, INC.

U. S. Security Associates Partners, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: The Corporation filed its original certificate of incorporation with the Delaware Secretary of State on December 6, 1999 (the "Certificate of Incorporation") under the name New OutSource, Inc.

SECOND: New OutSource, Inc. amended the certificate of incorporation changing its name to OutSource Partners, Inc. by certificate of amendment filed with the Secretary of State on December 15, 1999.

THIRD: OutSource Partners, Inc. amended the certificate of incorporation changing its name to U. S. Security Associates Partners, Inc. by certificate of amendment filed with the Secretary of State on December 12, 2002.

FOURTH: That the Board of Directors of the Corporation, by unanimous written consent of all its members filed with the minutes of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to its Certificate of Incorporation:

RESOLVED, that the Certificate of Incorporation be amended by changing Article One thereof, so that, as amended, said Article shall read as follows:

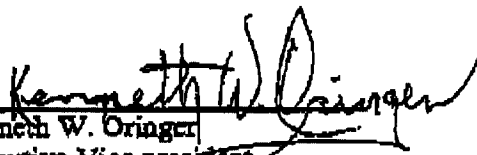
The name of the corporation is U. S. Security Holdings, Inc.

FIFTH: That in lieu of a meeting and vote of the stockholders of the Corporation, the stockholders have given written consent to the amendment in accordance with the provisions of Section 228 of the General Corporation law and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law to every stockholder entitled to such notice.

SIXTH: That the amendment was duly adopted in accordance with the applicable provision of Sections 242 and 228 of the General Corporation Law.

IN WITNESS WHEREOF, U. S. Security Associates Partners, Inc has caused this certificate to be signed by its Executive Vice President this 14th day of January, 2003.

U. S. SECURITY ASSOCIATES
PARTNERS, INC.

By: 
Kenneth W. Oringer
Executive Vice president