

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
**Barton Protective Services, Inc.
11 Piedmont Center, Suite 410
Atlanta, GA 30305**

2. Name and Address of receiving party(ies)
**Barton Protective Services LLC
3606 Horizon Drive
King of Prussia, PA 19405**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - **Georgia**
 Other

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

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

Execution Date: **August 2, 2004**

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

A. Trademark Application No(s).

B. Trademark Registration No(s).
**2564091 2564090 2565104
1287491 1295160**

Additional numbers attached? Yes No

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

**Ronald J. Turiello, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 5

7. Total fee (37 CFR 3.41) **\$140**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 692710/003)

Authorized User: Michael McGuire

8. Deposit Account No. **19-2385**

DO NOT USE THIS SPACE

9. Signature.

Ronald J. Turiello, Jr.

Name



Signature

August 26, 2004

Date

Total number of pages including cover sheet, attachments, and document: 4

CH \$140.00 192386 2564091

CERTIFICATE OF MERGER
OF
BARTON PROTECTIVE SERVICES INCORPORATED
(a Georgia corporation)
WITH AND INTO
BPS LLC
(a Delaware limited liability company)

BPS LLC, as the surviving entity, hereby certifies that:

I.

The name and jurisdiction of organization or formation of each constituent entity that is merging are:

- (a) Barton Protective Services Incorporated, a Georgia corporation; and
- (b) BPS LLC, a Delaware limited liability company.

II.

Under the plan of merger, BPS LLC shall be the surviving entity (the "Surviving Entity") of the merger and will be governed by the laws of the State of Delaware. The Certificate of Formation of BPS LLC shall continue to be the Certificate of Formation of the Surviving Entity except that it is amended to change the name of the Surviving Entity from BPS LLC to "Barton Protective Services LLC."

III.

The executed plan of merger is on file at the principal place of business of the Surviving Entity, the address of which is as follows:

Barton Protective Services LLC
3606 Horizon Drive
King of Prussia, Pennsylvania 19406

IV.

Upon request, a copy of the plan of merger will be furnished without cost to any shareholder of Barton Protective Services, Inc. or member of the Surviving Entity.

V.

The merger shall be effective upon filing.

VI.

The plan of merger has been duly authorized and approved by each constituent business entity and their respective shareholders and members, in accordance with Section 14-2-1103 of the Georgia Business Corporation Code and the applicable provisions of Delaware law, respectively.

VII.

This Certificate constitutes an undertaking by the Surviving Entity that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

[SIGNATURE PAGE ATTACHED HERETO]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of BPS LLC on this 2 day of August, 2004.

BPS LLC

By: *[Signature]*

Name: William Torzolini

Title: Senior Vice President, Chief
Financial Officer and
Treasurer

SECRETARY OF STATE
2004 AUG -2 P 4:09
CORPORATIONS DIVISION