

10/30/03



11-04-2003



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1595
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

CHUBB SECURITY CANADA, INC.
GUARDALL NORTH AMERICA, INC.

2. Name and address of receiving party(ies)

Name: CSG SECURITY, INC.

Internal Address: _____

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

3. Nature of conveyance:

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

Street Address: 5201 Explorer Drive

Mississauga, Ontario CANADA L4W 4H1

City: _____ State: _____ Zip: _____

Execution Date: 01/01/1998

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

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____

B. Patent No.(s) 5,886,894

Additional numbers attached? Yes No

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

Name: Arlir M. Amado

Internal Address: KRAMER & AMADO, P.C.

Suite 1101

Street Address: 2001 Jefferson Davis Highway

City: Arlington State: VA Zip: 22202

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0578

DO NOT USE THIS SPACE

9. Signature.

Arlir M. Amado
Name of Person Signing

Signature

10/29/03
Date

Total number of pages including cover sheet, attachments, and documents: 13

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

11/03/2003 ECOOPER 00000144 5886894

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PATENT
REEL: 014634 FRAME: 0919

CERTIFICATE
This is to certify that these
articles are effective on

Ministère de
la Consommation
et du Commerce
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1273418

JANUARY 01 JANVIER, 1998

Trans Code 18	Line No 20	Stat 28	Comp Type 28	Method Incorp 30	Share 31
A	0	0	A	3	S
Notice Req'd 32	Jurisdiction ONTARIO				A 57

S. D. Ellis
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act
Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: **Dénomination sociale de la société issue de la fusion :**

C	S	G	S	E	C	U	R	I	T	Y	I	N	C	.	/	S	E	C	U	R	I	T	E	C	S	G
I	N	C	.																							

2. The address of the registered office is: **Adresse du siège social :**

5201 Explorer Drive

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Mississauga, Ontario

L 4 W 4 H 1

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

City of Mississauga

**Regional Municipality of
Peel**

(Name of Municipality, Geographic Township)
(Nom de la municipalité, du canton géographique)

in the
dans le/la

(County, District, Regional Municipality)
(Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: **Nombre (ou nombres minimal et maximal) d'administrateurs :**

A minimum of one (1) and a maximum of ten (10).

4. The director(s) is/are: **Administrateur(s) :**

First name, initials and surname Prénom, initiales et nom de famille	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident canadien Oui / Non
Bruce W.B. Curren	177 Morrison Road Oakville, Ontario L6J 4J3	Yes
Thomas J. O'Doherty	2254 Bethnal Green Oakville, Ontario L6J 5J9	Yes
Robert F. Coleman	147 George Street Medford, Massachusetts U.S.A. 02155	No
Anne C. Corbett	58 The Kingsway Etobicoke, Ontario M8X 2T2	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les administrateurs de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

CHECK	COCHER
A O R S	A O U S

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption / Approval Date d'adoption ou d'approbation
Chubb Security Canada Inc. Sécurité Chubb Canada Inc.	998227	December 19, 1997
Guardall North America Inc. Guardall Amérique Du Nord Inc.	746104	December 19, 1997

6. Restrictions, if **any** on business the corporation may carry on or on powers the corporation may exercise. **Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :**

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue: **Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :**

The corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

9. The issue, transfer or ownership of shares is / is not restricted and the restrictions (if any) are as follows:

L'émission, transfert ou la propriété d'actions est / n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares of the corporation shall at any time be transferred to any person without either (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding common shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

- A. The number of shareholders of the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- B. Any invitation to the public to subscribe for securities of the corporation is prohibited.
- C. Subject to the provisions of the Business Corporations Act, the corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.
- D. The board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

- 11. The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A".
- 12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".


These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants régulièrement
désignés.

CHUBB SECURITY CANADA INC.
SÉCURITÉ CHUBB CANADA INC.

By: 
Anne C. Corbett, Secretary

GUARDALL NORTH AMERICA INC.
GUARDALL AMÉRIQUE DU NORD INC.

By: 
Anne C. Corbett, Secretary

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER

I, Anne C. Corbett of the Municipality of Metropolitan Toronto, Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178 of the Business Corporations Act, (the "Act").
2. I am the Secretary and a director of Chubb Security Canada Inc./Sécurité Chubb Canada Inc. and as such have knowledge of its affairs.
3. I am the Secretary and a director of Guardall North America Inc./Guardall Amérique Du Nord Inc. and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of Chubb Security Canada Inc./Sécurité Chubb Canada Inc. and Guardall North America Inc./Guardall Amérique Du Nord Inc.(the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make the statements hereinafter set forth.
5. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

DATED as of the 19th day of December, 1997.


Anne C. Corbett

SCHEDULE "B"
AMALGAMATION AGREEMENT

THIS AGREEMENT made as of the 19th day of December, 1997.

B E T W E E N:

**CHUBB SECURITY CANADA INC./SÉCURITÉ CHUBB CANADA
INC.**, a corporation incorporated under the laws of Ontario

(hereinafter referred to as "Chubb")

- and -

**GUARDALL NORTH AMERICA INC./GUARDALL AMÉRIQUE
DU NORD INC.**, a corporation incorporated under the laws of Ontario

(hereinafter referred to as "Guardall")

WHEREAS:

- a) both of the corporations are governed by the Business Corporations Act (the "Act");
- b) the corporations, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;
- c) Chubb is the sole shareholder of Guardall; and
- d) Chubb and Guardall wish to amalgamate and continue as one corporation.

NOW THEREFORE THE PARTIES HERETO AGREE AS FOLLOWS:

1. In this Agreement, the expression "the Corporation" means the Corporation continuing from the amalgamation of Chubb and Guardall, the parties to this agreement.
2. Effective as of 12:01 a.m., on January 1, 1998, Chubb and Guardall shall amalgamate under the provisions of section 174 of the Business Corporations Act, (Ontario) (the "Act") and continue as one corporation on and subject to the terms and conditions set out below.
3. The name of the Corporation shall be CSG Security Inc./Sécurité CSG Inc.
4. The registered office of the Corporation shall be in the City of Mississauga, Regional Municipality of Peel, in the Province of Ontario and shall be located at 5201 Explorer Drive, Mississauga, Ontario L4W 4H1.
5. The Corporation is authorized to issue an unlimited number of common shares.
6. No share or shares of the Corporation shall at any time be transferred to any person without either (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding common shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

7. The minimum number of directors of the Corporation shall be 1 and the maximum number of directors shall be 10 and, until changed pursuant to the Act, the board of directors of the Corporation shall consist of 4 directors.

8. The first directors of the Corporation shall be the following persons:

<u>Name</u>	<u>Residential Address</u>	<u>Resident Canadian</u>
Bruce W.B. Curren	177 Morrison Road Oakville, Ontario L6J 4J3	Yes
Thomas J. O'Doherty	2254 Bethnal Green Oakville, Ontario L6J 5J9	Yes
Robert F. Coleman	147 George Street Medford, Massachusetts U.S.A. 02155	No
Anne C. Corbett	58 The Kingsway Etobicoke, Ontario M8X 2T2	Yes

9. There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

10. The board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

11. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having formerly been in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

12. Upon the amalgamation becoming effective:

(a) the 100 issued and fully paid common shares of Chubb shall be converted into 100 issued and fully paid common shares of the Corporation; and

(b) the 100 issued and fully paid common shares of Guardall shall be cancelled without any repayment of capital in respect thereof.

13. The by-laws of the Corporation shall not be those of either Chubb or Guardall. The proposed by-laws of the Corporation may be inspected at 40 King Street West, Suite 4400, Toronto, Ontario, M5H 3Y4.

14. Upon the shareholders of Chubb and Guardall respectively approving this Agreement in accordance with the provisions of the Act, the parties to this Agreement shall complete and send articles of amalgamation in the prescribed form to the Director, Companies Branch, Ministry of Consumer and Commercial Relations (Ontario), providing for the amalgamation of Chubb and Guardall on and subject to the terms and conditions of this Agreement.

15. This Agreement may be terminated without cause by the Board of Directors of either Chubb and Guardall despite the approval of this Agreement by the shareholders of Chubb and Guardall at any time before the issue of a Certificate of Amalgamation under the Act.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties to it under their respective corporate seals as witnessed by the signatures of their proper offices in that behalf.

CHUBB SECURITY CANADA INC.
SÉCURITÉ CHUBB CANADA INC.

By: 

GUARDALL NORTH AMERICA INC.
GUARDALL AMÉRIQUE DU NORD
INC.

By: 