

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UNITED ARMORED SERVICES, CORP.		12/28/2007	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	AT SYSTEMS GREAT LAKES, INC.
Street Address:	301 N. Lake Ave.
Internal Address:	Suite 600
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2701692	CASHTRAK
Registration Number:	2096857	UNITED ARMORED SERVICES

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 626-795-9900
 Email: PTO@CPH.COM
 Correspondent Name: CHRISTIE, PARKER & HALE, LLP
 Address Line 1: P.O. BOX 7068
 Address Line 4: PASADENA, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:	A484:10, PART 1
NAME OF SUBMITTER:	ANNE WANG

TRADEMARK

900119692

REEL: 003880 FRAME: 0227

CH \$65.00 2701692

Signature:	/ANNE WANG/
Date:	10/30/2008
<p>Total Attachments: 22</p> <p>source=1_UA-ATS Merger docs#page1.tif source=1_UA-ATS Merger docs#page2.tif source=1_UA-ATS Merger docs#page3.tif source=1_UA-ATS Merger docs#page4.tif source=1_UA-ATS Merger docs#page5.tif source=1_UA-ATS Merger docs#page6.tif source=1_UA-ATS Merger docs#page7.tif source=1_UA-ATS Merger docs#page8.tif source=1_UA-ATS Merger docs#page9.tif source=1_UA-ATS Merger docs#page10.tif source=1_UA-ATS Merger docs#page11.tif source=1_UA-ATS Merger docs#page12.tif source=1_UA-ATS Merger docs#page13.tif source=1_UA-ATS Merger docs#page14.tif source=1_UA-ATS Merger docs#page15.tif source=1_UA-ATS Merger docs#page16.tif source=1_UA-ATS Merger docs#page17.tif source=1_UA-ATS Merger docs#page18.tif source=1_UA-ATS Merger docs#page19.tif source=1_UA-ATS Merger docs#page20.tif source=1_UA-ATS Merger docs#page21.tif source=1_UA-ATS Merger docs#page22.tif</p>	



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Nonprofit)
Filing Fee \$125.00
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

AT SYSTEMS GREAT LAKES, INC.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 334871
- Domestic (Ohio) Nonprofit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

(Please list the Ohio charter, license/registration no. below)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
United Armored Services, Corp./49830009	IL	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

AT Systems, Inc (name)	3280 E. Foothill Blvd., # 290 (street) <i>NOTE: P.O. Box Addresses are NOT acceptable.</i>
Pasadena (city, village or township)	CA 91107 (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: 12/28/07 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
_____, Ohio _____
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) **Ohio** (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

_____ (street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____ (zip code)
(city, village or township)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

_____ (street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____ (city, township, or village)

_____ (state)

_____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

_____ (name)

_____ (street address)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____ (zip code)
(city, village or township)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

AT Systems Great Lakes, Inc.

(Exact name of entity)

By: _____

Its: VP/Assistant Secretary/General Counsel

Date: 12/28/07

United Armored Services Corp.

(Exact name of entity)

By: _____

Its: Secretary

Date: 12/28/07

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter referred to as this "Plan") dated as of December 11, 2007, is made and entered into by and between United Armored Services, Corp., a Illinois corporation (the "UAS") and AT Systems Great Lakes, Inc., a Ohio corporation (the "ATSGL").

RECITALS:

A. United Armored Services, Corp. is a corporation organized and existing under the laws of the State of Illinois.

B. AT Systems Great Lakes, Inc. is a corporation organized and existing under the laws of the State of Ohio.

C. UAS, ATSGL, and their respective Board of Directors and Board of Managers, deem it advisable and to the advantage, welfare, and best interests of the companies and their respective equity holders to merge UAS with and into ATSGL pursuant to the provisions of the General Corporation Law of the State of Ohio and the Business Corporation Act of Illinois upon the terms and conditions hereinafter set forth.

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that UAS shall be merged into ATSGL (the "Merger") upon the terms and conditions hereinafter set forth.

ARTICLE I PRINCIPAL TERMS OF THE MERGER

Section 1.1 Merger. On the Effective Date (as defined in Section 3.1 hereof), UAS shall be merged into ATSGL, the separate existence of UAS shall cease and ATSGL (following the Merger referred to as the "Surviving Company") shall operate under its present name, ATSGL and shall be governed by the General Corporation Law of the State of Ohio.

Section 1.2 Articles of Organization of the Surviving Company. The Articles of Organization of ATSGL upon the Effective Date shall be the Articles of Organization of the Surviving Company without change and shall continue in full force and effect unless and until amended in accordance with applicable law.

Section 1.3 By-Laws of the Surviving Company. The By-Laws of ATSGL shall be the By-Laws of the Surviving Company unless and until amended or repealed in accordance with applicable law.

Section 1.4 Directors and Officers. At the Effective Date of the Merger, the directors and officers of ATSGL in office at the Effective Date of the Merger shall become the managers and officers, respectively, of the Surviving Company, each of such managers and officers to hold office, subject to the applicable provisions of the Articles of Incorporation and the By-Laws of the Surviving Company and Corporation Laws of the State of Ohio, until his or her successor is duly elected or appointed and qualified.

Section 1.5 Termination of Interests. Each of the parties to the Merger is ultimately a wholly owned subsidiary of the same common parent entity. Accordingly, each outstanding common share of UAS shall, upon the Effective Date, not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, but each such outstanding common shall be surrendered and extinguished.

Section 1.6 Tax Effects of the Merger. The Merger shall be treated for federal income tax purposes as a liquidation of a wholly-owned subsidiary under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE II TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

Section 2.1 Effects of the Merger. At the Effective Date of the Merger, the Merger shall have the effects specified in the General Corporation Law of the State of Ohio and the Business Corporation Act of Illinois this Plan. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger, the Surviving Company shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the parties to this Plan; the rights, privileges, powers and franchises of UAS and ATSG, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Company, as they were of the respective constituent entities, and the title to any real estate whether by deed or otherwise vested in UAS and ATSG or either of them, shall not revert to be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Section 2.2 Additional Actions. If, at any time after the Effective Date of the Merger, the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company, title to and possession of any property or right of UAS acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan, UAS and its directors shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Company and otherwise to carry out the purposes of this Plan. The proper officers and managers of the Surviving Company are fully authorized in the name of UAS or otherwise to take any and all such action.

**ARTICLE III
APPROVAL BY EQUITY HOLDERS; EFFECTIVE DATE**

Section 3.1 Approval. This Plan and the Merger contemplated hereby are subject to approval by the requisite vote of equity holders of UAS in accordance with applicable Illinois law. As promptly as practicable after approval of this Plan by any such equity holders in accordance with applicable law, duly authorized officers of the respective parties shall make and execute Articles of Merger and shall cause such document to be filed with the Secretary of State of Ohio in accordance with the laws of the State of Ohio, and with the Secretary of State of Illinois in accordance with the laws of Illinois.. The effective date (the "Effective Date") of the Merger shall be December 21, 2007.

**ARTICLE IV
MISCELLANEOUS**

Section 4.1 Counterparts. This Plan may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

Section 4.2 Descriptive Headings. The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Plan.

Section 4.3 Governing Law. This Plan shall be construed in accordance with the laws of the State of Ohio and the State of Illinois.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned representatives of each of the parties to this Plan, pursuant to authority duly given by their respective board of directors or board of managers, have caused this Plan to be duly executed on the date set forth above.

UNITED ARMORED SERVICES, CORP.

By: 

Name: Pierre Hubert Seguin

Title: Secretary

AT SYSTEMS GREAT LAKES, INC.

By: 

Name: Mark V. Livingston

Title: VP/Asst. Sec/ General Counsel



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 21, 2007

4983-000-9

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE AT SYSTEMS GREAT LAKES, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
DOCUMENT SECTION
TELEPHONE (217) 782-7880

Springfield, Illinois 62756

TRADEMARK
REEL: 003880 FRAME: 0240

COPY



FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Doc#: **0736240083** Fee: **\$36.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 12/28/2007 12:00 PM Pg: 1 of 7

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

FILED

DEC 21 2007

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to the Secretary of State.

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 4983-000-9 Filing Fee: \$ 100.00 Approved

Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge} ~~consolidate~~ , and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
United Armored Services, Corp.	IL	49830009
AT Systems Great Lakes, Inc.	OH	334871

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~surviving~~ ^{surviving} ~~corporation~~ corporation: AT Systems Great Lakes, Inc.

(b) it shall be governed by the laws of: Ohio

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~merger~~ ^{merger} ~~consolidation~~ ^{consolidation} ~~exchange~~ ^{exchange} is as follows:

See Attached

710947550

5. Plan of ~~consolidation~~^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
United Armored Services, Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 17, 2007
 (Month & Day) (Year)

 (Any authorized officer's signature)
 Pierre-Hubert Seguin- Secretary
 (Type or Print Name and Title)

United Armored Services, Corp.
 (Exact Name of Corporation)

Dated December 17, 2007
 (Month & Day) (Year)

 (Any authorized officer's signature)
 Mark V. Livingston
 (Type or Print Name and Title)

AT Systems Great Lakes, Inc.
 (Exact Name of Corporation)

Dated _____, _____
 (Month & Day) (Year)

 (Any authorized officer's signature)

 (Type or Print Name and Title)

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter referred to as this "Plan") dated as of December 11, 2007, is made and entered into by and between United Armored Services, Corp., a Illinois corporation (the "UAS") and AT Systems Great Lakes, Inc., a Ohio corporation (the "ATSGL").

RECITALS:

A. United Armored Services, Corp. is a corporation organized and existing under the laws of the State of Illinois.

B. AT Systems Great Lakes, Inc. is a corporation organized and existing under the laws of the State of Ohio.

C. UAS, ATSGL, and their respective Board of Directors and Board of Managers, deem it advisable and to the advantage, welfare, and best interests of the companies and their respective equity holders to merge UAS with and into ATSGL pursuant to the provisions of the General Corporation Law of the State of Ohio and the Business Corporation Act of Illinois upon the terms and conditions hereinafter set forth.

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that UAS shall be merged into ATSGL (the "Merger") upon the terms and conditions hereinafter set forth.

ARTICLE I PRINCIPAL TERMS OF THE MERGER

Section 1.1 Merger. On the Effective Date (as defined in Section 3.1 hereof), UAS shall be merged into ATSGL, the separate existence of UAS shall cease and ATSGL (following the Merger referred to as the "Surviving Company") shall operate under its present name, ATSGL and shall be governed by the General Corporation Law of the State of Ohio.

Section 1.2 Articles of Organization of the Surviving Company. The Articles of Organization of ATSGL upon the Effective Date shall be the Articles of Organization of the Surviving Company without change and shall continue in full force and effect unless and until amended in accordance with applicable law.

Section 1.3 By-Laws of the Surviving Company. The By-Laws of ATSGL shall be the By-Laws of the Surviving Company unless and until amended or repealed in accordance with applicable law.

Section 1.4 Directors and Officers. At the Effective Date of the Merger, the directors and officers of ATSGL in office at the Effective Date of the Merger shall become the managers and officers, respectively, of the Surviving Company, each of such managers and officers to hold office, subject to the applicable provisions of the Articles of Incorporation and the By-Laws of the Surviving Company and Corporation Laws of the State of Ohio, until his or her successor is duly elected or appointed and qualified.

Section 1.5 Termination of Interests. Each of the parties to the Merger is ultimately a wholly owned subsidiary of the same common parent entity. Accordingly, each outstanding common share of UAS shall, upon the Effective Date, not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, but each such outstanding common shall be surrendered and extinguished.

Section 1.6 Tax Effects of the Merger. The Merger shall be treated for federal income tax purposes as a liquidation of a wholly-owned subsidiary under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE II

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

Section 2.1 Effects of the Merger. At the Effective Date of the Merger, the Merger shall have the effects specified in the General Corporation Law of the State of Ohio and the Business Corporation Act of Illinois this Plan. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger, the Surviving Company shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the parties to this Plan; the rights, privileges, powers and franchises of UAS and ATSG, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Company, as they were of the respective constituent entities, and the title to any real estate whether by deed or otherwise vested in UAS and ATSG or either of them, shall not revert to be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Section 2.2 Additional Actions. If, at any time after the Effective Date of the Merger, the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company, title to and possession of any property or right of UAS acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan, UAS and its directors shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Company and otherwise to carry out the purposes of this Plan. The proper officers and managers of the Surviving Company are fully authorized in the name of UAS or otherwise to take any and all such action.

ARTICLE III
APPROVAL BY EQUITY HOLDERS; EFFECTIVE DATE

Section 3.1 Approval. This Plan and the Merger contemplated hereby are subject to approval by the requisite vote of equity holders of UAS in accordance with applicable Illinois law. As promptly as practicable after approval of this Plan by any such equity holders in accordance with applicable law, duly authorized officers of the respective parties shall make and execute Articles of Merger and shall cause such document to be filed with the Secretary of State of Ohio in accordance with the laws of the State of Ohio, and with the Secretary of State of Illinois in accordance with the laws of Illinois.. The effective date (the "Effective Date") of the Merger shall be December 21, 2007.

ARTICLE IV
MISCELLANEOUS

Section 4.1 Counterparts. This Plan may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

Section 4.2 Descriptive Headings. The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Plan.

Section 4.3 Governing Law. This Plan shall be construed in accordance with the laws of the State of Ohio and the State of Illinois.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned representatives of each of the parties to this Plan, pursuant to authority duly given by their respective board of directors or board of managers, have caused this Plan to be duly executed on the date set forth above.

UNITED ARMORED SERVICES, CORP.

By: _____
Name: Pierre-Hubert Seguin
Title: Secretary

AT SYSTEMS GREAT LAKES, INC.

By: _____
Name: Mark V. Livingston
Title: VP/Asst. Sec/ General Counsel



* 2 0 0 7 R 4 9 6 0 8 *

2007R49608

12/31/2007 01:46PM

REC FEE: 18.00

REC REST FEE: 4.00

GIS FEE: 9.00

GIS REST FEE: 1.00

TOTAL: \$32.00

PAGES: 7

DIANA

MARY ANN LAMM
SANGAMON COUNTY RECORDER

FORM **BCA 11.25** (rev. Dec. 2003)

**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com


FILED

DEC 21 2007

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to the Secretary of State.

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 4983-000-9 Filing Fee: \$ 100.00 Approved 
Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge} ~~consolidate~~ , and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
United Armored Services, Corp.	IL	49830009
AT Systems Great Lakes, Inc.	OH	334871

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} ~~new~~ corporation: AT Systems Great Lakes, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Ohio

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} ~~consolidation~~ is as follows:
~~exchange~~

See Attached



ENVY

CT Corporation
600 S 2nd Ste 103
Springfield IL 62704

5. Plan of ~~consolidation~~^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

<u>Name of Corporation</u>	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
United Armored Services, Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 17, 2007 United Armored Services, Corp.
 (Month & Day) (Year) (Exact Name of Corporation)

 (Any authorized officer's signature)

Pierre-Hubert Seguin - Secretary
 (Type or Print Name and Title)

Dated December 17, 2007 AT Systems Great Lakes, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

 (Any authorized officer's signature)

Mark V. Livingston
 (Type or Print Name and Title)

Dated _____, _____ (Exact Name of Corporation)
 (Month & Day) (Year)

 (Any authorized officer's signature)

 (Type or Print Name and Title)