



State of California
Secretary of State

LP-1A

File # **20093650002**

**CERTIFICATE OF LIMITED PARTNERSHIP -
CONVERSION**

FILED
In the Office of the Secretary of State
of the State of California

DEC 31 2009

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED PARTNERSHIP (End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")

Universal Protection Service, LP

2. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS (ATTACH ADDITIONAL PAGES, IF NECESSARY)

NAME	ADDRESS	CITY	STATE	ZIP CODE
Universal Protection Service GP Inc.	1551 N. Tustin Ave. #650	Santa Ana	CA	92705
NAME	ADDRESS	CITY	STATE	ZIP CODE

3. ADDRESS OF INITIAL DESIGNATED OFFICE IN CALIFORNIA

1551 N. Tustin Ave. Suite 650

CITY

Santa Ana

STATE

CA

ZIP CODE

92868

4. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS (If the initial agent is an individual, the agent must reside in California and both items 4 and 5 must be completed. If the initial agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 4 must be completed (leave item 5 blank).

CT CORPORATION SYSTEM

5. IF AN INDIVIDUAL, CA ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS

CITY

STATE

ZIP CODE

CA

CONVERTING ENTITY INFORMATION

6. NAME OF CONVERTING ENTITY

Universal Security Solutions

7. FORM OF ENTITY

General Partnership

8. JURISDICTION

California

9. CA SECRETARY OF STATE FILE NUMBER, IF ANY

302001205003

10. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE

AND

THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

GENERAL PARTNERSHIP INTEREST 100%

100%

ADDITIONAL INFORMATION

11. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

12. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE

SIGNATURE OF AUTHORIZED PERSON

SEE EXHIBIT A ATTACHED HERETO

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON


TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

EXHIBIT A
TO CERTIFICATE OF LIMITED PARTNERSHIP - CONVERSION
OF
UNIVERSAL PROTECTION SERVICE, LP


Item 12. - Signatures

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.


Date: December 31, 2009



Brian K. Cescolini
President
for Universal Protection Service GP, Inc.,
a California corporation,
General Partner



Brian K. Cescolini
President
for Universal Services of America, Inc.,
a California corporation,
General Partner



Brian K. Cescolini
Manager
for Cescones Holdings, LLC,
a Delaware limited liability company,
General Partner