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Division of Corporations

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION****OF****INTEGRATED SECURITY SYSTEMS INC.**

(f/k/a A &amp; R Fixit, Inc.)

**(a Florida corporation)**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (as the same may be amended from time to time, the "FBCA"), the Articles of Incorporation of **INTEGRATED SECURITY SYSTEMS INC.**, a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department") on June 4, 1963 (under the original name of the Corporation, A & R FIXIT, INC.), are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is **INTEGRATED SECURITY SYSTEMS INC.** (hereinafter called the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the current principal place of business and registered office of the Corporation is 1876 N.W. 7<sup>th</sup> Street, Miami, FL 33125; such principal place of business of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is Jeffrey S. Nunberg, whose address is 1876 N.W. 7th Street, Miami, Florida 33125.

**ARTICLE III - PURPOSE**

The Corporation may engage in any lawful act, activity or business for which corporations may be organized under the FBCA.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Hundred Fifty Thousand (150,000) shares, consisting of (a) Ten Thousand (10,000) shares of Class A Voting Common Stock, par value \$0.001 per share (the "Class A Voting Common Stock"), (b) Ninety Thousand (90,000) shares of Class B Non-Voting

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Common Stock, par value \$0.001 per share (the "Class B Non-Voting Common Stock"), and (c) Fifty Thousand (50,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

Effective as of the close of business on the date that these Amended and Restated Articles of Incorporation are filed with and accepted for filing by the Department of State of the State of Florida (the "Effective Date"), and without any other or further action on the part of the Corporation or the holder(s) of its issued and outstanding shares of capital stock, or the holders of any options, warrants or rights with respect to such shares, each share of the authorized, issued and outstanding Common Stock, no par value, of the Corporation (the "Existing Common Shares"), and each Existing Common Share which is subject to any such options, warrants or rights, in each case which is issued and outstanding immediately prior to the Effective Date, shall be changed into and reclassified as (i) One Hundred (100) shares of Class A Voting Common Stock of the Corporation, and (ii) Nine Hundred (900) shares of Class B Non-Voting Common Stock of the Corporation. From and after the Effective Date, each stock certificate that immediately before the Effective Date represented (and each agreement or instrument which immediately before the Effective Date represented options, warrants or rights with respect to) Existing Common Shares shall, as of and following the Effective Date, without any action on the part of the Corporation or the holder(s) of such shares (or holders of or persons entitled to any such options, warrants or rights), represent the number of whole shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, into which the Existing Common Shares represented by such certificate are changed and reclassified hereunder; provided, however, that each person holding of record a stock certificate or certificates that represented Existing Common Shares immediately prior to the Effective Date shall be entitled to receive, upon surrender of each such certificate or certificates (or provision of a lost certificate affidavit and indemnity, if applicable, in form acceptable to the Corporation pursuant to the Corporation's bylaws), one or more new certificates evidencing and representing the number of whole shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, to which such person is entitled hereunder. Accordingly, and in view of the foregoing, as of the Effective Date, the Corporation shall have (i) 15,000 shares of capital stock issued and outstanding, 1,500 of which shares shall be Class A Voting Common Stock and 13,500 of which shares shall be Class B Non-Voting Common Stock, and (ii) no shares of Preferred Stock issued or outstanding.

A statement of the powers, privileges and relative rights, and the qualifications, limitations and restrictions thereof or applicable to such shares, in respect of each authorized class of capital stock of the Corporation, is as follows:

**A. Class A Voting Common Stock and Class B Non-Voting Common Stock**

1. General. The shares of Class A Voting Common Stock and Class B Non-Voting Common Stock are sometimes collectively referred to herein as the "Common Stock". All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, qualifications, limitations, privileges and other rights permitted or provided under the FBCA (except as expressly otherwise provided under these Amended and Restated Articles of

Incorporation). The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have powers, qualifications, limitations, privileges and other rights with respect to (i) dividends and distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on or consent with respect to any matter presented or submitted for vote, consideration or approval by the shareholders (or holders of capital stock) of the Corporation, whether by vote, written consent or otherwise (except as otherwise expressly provided in Section 607.1004 or Section 607.1103(6) of the FBCA). The dividend, liquidation, voting and other powers, qualifications, limitations, privileges and rights of the holders of shares of Common Stock (whether Class A Voting Common Stock or Class B Non-Voting Common Stock) are subject to and qualified by the powers, preferences, qualifications, limitations, privileges and other rights of the holders of the Preferred Stock (when, if and to the extent series or shares of such Preferred Stock are designated and issued).

2. Voting Rights. Each holder of record of Class A Voting Common Stock shall be entitled to one vote for each share of Class A Voting Common Stock standing in such holder's name on the books of the Corporation. The Class B Non-Voting Common Stock shall accord no right to vote or consent on any matter; the holders of Class B Non-Voting Common Stock shall not be entitled to vote on or consent with respect to any matter submitted for consideration or approval by the shareholders (or holders of capital stock) of the Corporation, whether by vote, written consent or otherwise (except as otherwise expressly provided in Section 607.1004 or Section 607.1103(6) of the FBCA). Except as otherwise required by law or by or pursuant to Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class A Voting Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of issued and outstanding shares of Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

5. No Cumulative Voting or Preemptive Rights. Except as expressly provided by or pursuant to resolution(s) duly authorized and adopted by the Board of Directors, (i) holders of shares of Common Stock of the Corporation shall not have the right to cumulate

their votes in the election of directors or otherwise, and (ii) no holder of shares of Common Stock of the Corporation shall have, by reason of its holding shares of the Corporation, any preemptive or preferential rights to purchase or subscribe for any unissued shares or treasury shares of the Corporation, or any rights, warrants, options or securities convertible into or exchangeable for any such shares of the Corporation.

**B. Preferred Stock**

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series approved by the Board of Directors, with those of other series of the same class. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless specifically provided for herein.

2. Authority to Designate and Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation, to provide, by adopting a resolution or resolutions of the Board, for the designation and issuance of the undesignated Preferred Stock in one or more classes or series, each with such preferences, limitations and relative rights and privileges as shall be set forth in articles of amendment to these Amended and Restated Articles of Incorporation, which shall be filed in accordance with the FBCA. Without limiting the foregoing, the authority of the Board of Directors with respect to each such class or series of Preferred Stock shall include the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) matters related to dividends (and the declaration and payment of dividends) on such shares, including the rate at or terms on which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate or on the terms so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate or on the terms so determined, and if so, on what terms or in what events;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series of capital stock, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series of capital stock, including the price or prices or the rate or rates or other terms of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors, designated matters and any matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, limitations or relative rights, privileges and qualifications thereof as the Board of Directors, acting in accordance with applicable law and these Amended and Restated Articles of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of these Amended and Restated Articles of Incorporation.

#### **C. Options, Warrants & Rights**

The Corporation may issue options, warrants and rights for or regarding the purchase of shares of capital stock the Corporation, and may issue securities which are convertible into or exchangeable for shares of capital stock of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which such options, warrants, rights or securities are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

#### **ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) members. The number of directors constituting the Board, within these limits, may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All

corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors (sometimes also referred to herein as "directors" or, individually, as a "director") must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

#### **ARTICLE VI - BOARD ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at a meeting of the Board of Directors (or of any committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all of the members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board of Directors are recorded. Any action taken by written consent pursuant to this Article VI shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

#### **ARTICLE VII - CALL OF SPECIAL MEETING(S) OF SHAREHOLDERS**

Except as otherwise required by law or by or pursuant to these Amended and Restated Articles of Incorporation, the Corporation shall not be required to call or hold a special meeting of shareholders of the Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Amended and Restated Articles of Incorporation) (i) the holders of outstanding shares of Common Stock having in the aggregate not less than twenty-five per cent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the special meeting describing the purpose or purposes for which such meeting is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer, or (c) the Corporation's Secretary upon the written request of any two or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice as required under the applicable provisions of the FBCA may be conducted at a special shareholders' meeting.

#### **ARTICLE VIII - SHAREHOLDER ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such action having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by

approving shareholders having the requisite number of votes entitled to vote thereon in order to approve the applicable action by the shareholders, and delivered to the Secretary, the President or such other officer or agent of the Corporation having custody of the official books of the Corporation in which proceedings of meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever action is taken pursuant to this Article VIII, the written consent(s) of shareholders, or the written certificate of the Secretary or report(s) of inspectors who may be appointed to tabulate shareholder consents, shall be filed in the Shareholder Minute Books. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents signed by the holders of the number of shares required to take action are delivered to the Corporation by delivery as required under this Article VIII. Within ten (10) days after obtaining such authorization by written consent of shareholders, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the requirements of the FBCA. Any action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document. The Bylaws of the Corporation may include rules, procedures and provisions applicable to action(s) by written consent of shareholders not inconsistent with this Article VIII.

#### **ARTICLE IX - LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA or any other applicable law limiting the liability of directors of the Corporation more broadly than the FBCA, no member of the Board of Directors of the Corporation is or shall be personally liable to the Corporation or any of its shareholders or any other person or entity for monetary damages for or relating to or in respect of any statement, vote, decision or action, or any failure to vote, decide or take action by a director or the Board of Directors, unless the breach or failure to perform his or her duties as a director is proven to satisfy the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law, as the same exists or may hereafter be amended). To the fullest extent permitted under the FBCA or any other applicable law limiting the liability of directors of the Corporation more broadly than the FBCA, and without limiting the preceding sentence in this Article IX, a member of the Board of Directors shall not be or be held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office either (a) in compliance with the applicable general standards for directors as provided under Section 607.0830 of the FBCA (or a successor provision of such law, as the same exists or may hereafter be amended), or (b) in a manner that pursuant to Section 607.0831(1) of the FBCA would preclude the director from being or being held liable for monetary damages. Notwithstanding the foregoing, if the FBCA is amended in any respect hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized or permitted by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right, protection or limitation of liability of or regarding a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.



### **ARTICLE X - INDEMNIFICATION & INSURANCE**

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person against (or in a manner adverse to) the Corporation unless such proceeding (or part thereof) was authorized or consented to in writing by the Board of Directors. Such indemnification shall be authorized if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of the final disposition of such proceeding upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if he or she is ultimately determined and found by a court of competent jurisdiction not to be entitled to indemnification by the Corporation pursuant to this Article X.

The Corporation may, to the extent authorized from time to time in or pursuant to the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal, amendment or modification of this Article X shall not adversely affect any right(s) to indemnification and/or to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring, or that may have occurred, prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, company, joint venture, trust or other enterprise or plan, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

The Bylaws of the Corporation may include rules, procedures and provisions applicable to indemnification, advancement of expenses, insurance and related matters not inconsistent with this Article X. The terms "expenses", "liability", "proceeding" and "serving at the request of the corporation" as used herein shall be construed broadly and shall have the meanings ascribed to such terms under Section 607.0850 of the FBCA (or a successor provision of such law, as the same exists or may hereafter be amended).

#### **ARTICLE XI – BYLAWS; BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The Bylaws of the Corporation may contain any rule, procedure, protocol, term or provision regarding managing the business or regulating the affairs of the Corporation not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders of the Corporation to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision in accordance with applicable law, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision. The Corporation reserves the right to alter, amend, change or repeal any provision contained in the Bylaws of the Corporation, or any amendment thereto, in the manner now or hereafter provided in or permitted under the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on shareholders or any shareholder are subject to this reservation.

#### **ARTICLE XII – AMENDMENTS TO ARTICLES OF INCORPORATION; RESERVATION OF RIGHTS**

The Corporation reserves the right to alter, amend, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner now or hereafter provided in the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on shareholders or any shareholder herein are subject to this reservation.

\* \* \* \* \*

This amendment and restatement of the articles of incorporation of the Corporation (i) has been duly authorized and approved by the requisite vote or consent of the shareholders of the Corporation as required under and pursuant to Sections 607.1007 and 607.1003 of the FBCA, and (ii) *supersedes and replaces in its entirety* the original articles of incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

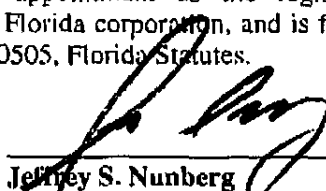
**IN WITNESS WHEREOF**, the undersigned, by and on behalf of the Corporation and for the purpose of amending and restating the Corporation's articles of incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of this 24<sup>th</sup> day of December, 2013.

**INTEGRATED SECURITY SYSTEMS INC.**

  
By \_\_\_\_\_  
Its President and Secretary

**CONSENT TO APPOINTMENT AS REGISTERED AGENT  
OF  
INTEGRATED SECURITY SYSTEMS INC.**

The undersigned, JEFFREY S. NUNBERG, whose business address is 1876 N.W. 7th Street, Miami, Florida 33125, hereby accepts appointment as the registered agent of **INTEGRATED SECURITY SYSTEMS INC.**, a Florida corporation, and is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Jeffrey S. Nunberg  
Registered Agent

**ARTICLES OF RESTATEMENT**

**REGARDING THE**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**A & R FIXIT, INC.**

**A & R FIXIT, INC.**, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is **A & R FIXIT, INC.**
2. The Corporation's Articles of Incorporation were initially filed with the Department of State of the State of Florida on June 4, 1963 and were assigned Document Number 270560.
3. The full text of the Corporation's Amended and Restated Articles of Incorporation (the "Restated Articles") are attached hereto, and contain various amendments to the Corporation's existing articles of incorporation (as amended to date), all as set forth in full in the Restated Articles attached hereto.
4. The Restated Articles contain amendments to the Corporation's articles of incorporation which require shareholder approval and was duly approved and adopted by the Corporation's sole shareholder pursuant to a written consent dated as of December 24<sup>th</sup>, 2013, pursuant to Sections 607.1003 and 607.1007 and other applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"). The number of votes cast in favor was sufficient for approval of the Restated Articles under the applicable provisions of the FBCA.

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[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Restatement  
as of the \_\_\_ day of December, 2013.

**A & R FIXIT, INC.**

By: 

Name: Jeffrey S. Nunberg  
Its: President

By: 

Name: Jeffrey S. Nunberg  
Its: Secretary