

F0000000/339

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ISS Integrated Security Solutions, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sean Wicks

(Name of Person)

400003108644--6

-01/24/00--01122--009

*****70.00 *****70.00

ISS Integrated Security Solutions, Inc.

(Firm/Company)

7600 Southland Blvd., Suite 100-45

(Address)

Orlando, Florida, 32809

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Sean Wicks

(Name of Person)

at (407) 888-8111

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 MAR 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 2000

SEAN WICKS
ISS INTEGRATED SECURITY SOLUTIONS, INC.
7600 SOUTHLAND BLVD SUITE 100-45
ORLANDO, FL 32809

SUBJECT: ISS INTEGRATED SECURITY SOLUTIONS, INC.
Ref. Number: W00000002369

We have received your document for ISS INTEGRATED SECURITY SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 800A00003863

FILED
JAN 28 1999
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

March 06, 2000

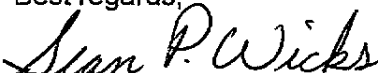
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Application by foreign Corporation
Ref: Letter Number 800A00003863

Per a conversation between David Scott of ISS and Gretchen Harvey of FDS, Gretchen recommended that a copy of the ISS Articles of Incorporation should be included in the application package, as well as the Certificate of Compliance. This should complete the application requirements including section three and six, which is spelled out in your letter dated January 27, 2000

If you should have any questions, please contact David Scott or myself.

Best regards,



Sean P. Wicks
Operations Manager, Southeast USA
407-888-8111

David Scott 613-591-0762

FILED
00 MAR 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ISS Integrated Security Solutions, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Canada

(State or country under the law of which it is incorporated)

3.

98-0181923

(FEI number, if applicable)

4. July 29, 1982

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7600 Southland Blvd., Suite 100-45

Orlando, Florida, 32809

(Current mailing address)

8. Supply, install, design, integrate Security System including Access Control, Alarm

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Monitoring, CCTV, Intercom, etc.

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Sean Wicks

Office Address: 7600 Southland Blvd., Suite 100-45

Orlando, Florida, 32809

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sean P. Wicks

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
00 MAR 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Leonard MatsukuboAddress: 21 Crystal Beach Drive
Nepean, Ontario, Canada K2H 5M6Vice Chairman: Allan BuchananAddress: 3105 Carling Avenue, Apt. 1005-Commodore Keys
Nepean, Ontario, Canada K2H 5A6Director: Bill LawsonAddress: c/o Carleton University, School of Business, Dunton Tower, 7th Floor
Ottawa, Ontario K1S 5B6Director: David BairdAddress: 1302-1081 Ambleside Drive
Nepean, Ontario, Canada K2B 8C8**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: David BairdAddress: 1302-1081 Ambleside Drive
Nepean, Ontario, Canada K2B 8C8Vice President: Jim Carr (is also a Director)Address: 29 Dickinson Road, P.O. Box 392
Manotick, Ontario, Canada K0A 2N0Secretary: David ScottAddress: 1127 St. Emmanuel Terrace
Gloucester, Ontario, Canada K1L 2J6

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. David Scott

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Scott, Secretary/V.P. Finance & Administration
(Typed or printed name and capacity of person signing application)FILED
00 MAR 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Industrie Canada Industry Canada

<http://strategis.ic.gc.ca>

Corporations Directorate
9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Direction générale des Corporations
9^e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

Your file Votre référence

Our file Notre référence

January 13, 2000

Mr. David Scott
Integrated Security Solutions Inc.
8 Hearst Way
Kanata, Ontario
K2L 2P4

133997-4

Dear Mr. Scott:

RE: ISS Integrated Security Solutions Inc.

Further to your letter dated January 6, 2000, we wish to inform you that the above-mentioned corporation was incorporated under the Canada Business Corporations Act on July 29, 1982 under the name of INFOGRAPHIC SYSTEMS INC. A Certificate of Amendment was issued on December 31, 1996 changing the name to ISS Integrated Security Solutions Inc.

I trust that this information will be to your satisfaction.

Yours truly,

Marc Leblanc,
Director,
Incorporation and Disclosure Services



Industry Canada

Industrie Canada

CERTIFICATE OF COMPLIANCE
S.S. 263(2)

CERTIFICAT DE CONFORMITÉ
S.S. 263(2)

ISS Integrated Security Solutions Inc.

133997-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the *Canada Business Corporations Act* and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions* et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels dont l'envoi est requis.

Deputy Director - Directeur adjoint

February 29, 2000 / le 29 février 2000

Date

CANADA

Province of Ontario

To Wit:

) To all whom these Presents

) may come, be seen or known

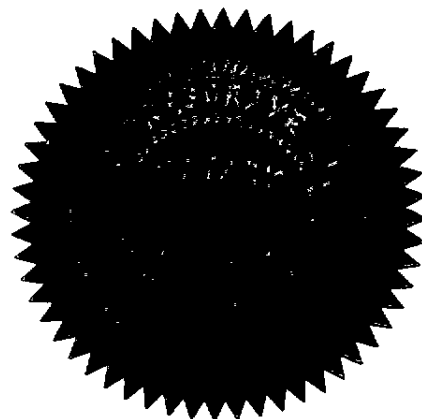
I, David Presgrave Little, a Notary Public, in and for the Province of Ontario, by
Royal Authority duly appointed, residing at the City of Ottawa in said Province,

DO CERTIFY AND ATTEST that the paper-writings hereto annexed are true
copies of documents purporting to be a Certificate and Articles of Incorporation
for Infographic Systems Inc. dated the 29th day of July, 1982; Certificate and
Articles of Amendment for Infographic Systems Inc. dated the 29th day of May,
1991; Certificate and Articles of Amendment for Infographic Systems Inc. dated
the 14th day of February, 1992; and Certificate and Articles of Amendment for ISS
Integrated Security Solutions Inc. dated the 31st day of December, 1996; the said
copies having been compared by me with the said original documents, and act
whereof being requested I have granted under my Notarial Form and Seal of
Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my
Notarial Seal of Office at Ottawa, Ontario this 24th day of February, 2000.



David Presgrave Little





Certificate of Incorporation

Canada Business
Corporation Act

Certificat de constitution

Loi sur les sociétés
commerciales canadiennes

INFOGRAPHIC SYSTEMS INC.

Name of Corporation — Dénomination de la société

133997

Number — Numéro

I hereby certify that the above-mentioned Corporation, the Articles of Incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie par les présentes que la société mentionnée ci-haut, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi sur les sociétés commerciales canadiennes.

Director — Directeur

July 29, 1982

Date of Incorporation — Date de constitution

CANADA BUSINESS
CORPORATIONS ACT



LOI SUR LES CORPORATIONS
COMMERCIALES CANADIENNES

FORM 1

FORMULE 1

ARTICLES OF INCORPORATION
(SECTION 6)

STATUTS D'INCORPORATION
(ARTICLE 6)

Name of Corporation

Nom de la corporation

INFOGRAPHIC SYSTEMS INC.

The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

The Regional Municipality of Ottawa-Carleton

The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

The Corporation is authorized to issue an unlimited number of common shares and the holders thereof are entitled to vote at all meetings of shareholders of the Corporation, to receive any dividends declared by the Corporation and to receive the remaining property of the Corporation upon dissolution.

Restrictions if any on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

No shares of the Corporation shall be transferred without the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors.

Number (or minimum and maximum number) of directors

Nombre (ou nombre minimum et maximum) d'administrateurs

Minimum of one (1) and a maximum of seven (7) - See Schedule I

Restrictions if any on business the corporation may carry on

Restrictions imposées quant aux entreprises que la corporation peut exploiter, s'il y a lieu

NONE

Other provisions if any

Autres dispositions s'il y a lieu

See Schedule II

Incorporators

Fondateurs

Names - Noms

Address (include postal code)
Adresse (inclure le code postal)

Signature

Terry W. Peterman

3343 Clearwater Crescent
Ottawa, Ontario K1V 7S2

SCHEDULE I

5. Number (or minimum and maximum number) of directors:

The minimum number of directors is one (1) and the maximum number of directors is seven (7), and the number of directors within such range shall be determined from time to time by the board of directors.

SCHEDULE II

7. Other provisions if any

- (a) The number of shareholders of the Corporation shall be limited to fifty (50), not including persons who are in the employment of the Corporation and 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, two or more persons who are the joint registered owner of one or more shares being counted as a single shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation shall be prohibited.



Consumer and
Corporate Affairs, Canada

Consommation
et Corporations Canada

Certificate of Amendment

Certificat de modification

Canada Business
Corporations Act

Loi régissant les sociétés
par actions de régime fédéral

INFOGRAPHIC SYSTEMS INC.

133997-4

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the
Articles of the above-mentioned
Corporation were amended

Je certifie par les présentes que
les statuts de la société
mentionnée ci-haut ont été modifiés

(a) under Section 13 of the
Canada Business Corporations
Act in accordance with the
attached notice;

☐ (a) en vertu de l'article 13 de la
Loi régissant les sociétés par
actions de régime fédéral
conformément à l'avis ci-joint;

(b) under Section 27 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment
designating a series of shares;

☐ (b) en vertu de l'article 27 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes
désignant une série d'actions;

(c) under Section 177 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment;

☒ (c) en vertu de l'article 177 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes;

(d) under Section 191 of the
Canada Business Corporations
Act as set out in the attached
Articles of Reorganization;

☐ (d) en vertu de l'article 191 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué
dans les clauses de réorganisation
ci-jointes;

(e) under Section 192 of the
Canada Business Corporations
Act as set out in the attached
Articles of Arrangement.

☐ (e) en vertu de l'article 192 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses d'arrangement ci-jointes.

directeur adjoint

Deputy Director

May 29, 1991/le 29 mai 1991

Date of Amendment - Date de la modification

Canada

CANADA BUSINESS
CORPORATIONS ACT



LOI SUR LES SOCIÉTÉS
COMMERCIALES CANADIENNES

FORM 4

FORMULE 4

ARTICLES OF AMENDMENT
(SECTION 27 OR 171)

CLAUSES MODIFICATRICES
(ARTICLE 27 OU 171)

1 - Name of Corporation - Dénomination de la société

2 - Corporation No. - N° de la société

INFOGRAPHIC SYSTEMS INC.

133997-4

3 - The articles of the above-named corporation are amended
as follows:

Les statuts de la société ci-haut mentionnée sont modifiés de la
façon suivante:

1. to change the designation of the common shares to Class B common shares;
2. to create a new class of shares, unlimited in number, to be designated as Class A Preferred Shares;
3. to create a new class of 943,558 shares, issuable in series, to be designated as Class B Preferred Shares, 100,000 of which are designated as Class B Preferred Shares, Series 1, 100,226 of which are designated as Class B Preferred Shares, Series 2, 145,960 of which are designated as Class B Preferred Shares, Series 3, 64,246 of which are designated as Class B Preferred Shares, Series 4, 8,126 of which are designated as Class B Preferred Shares, Series 5 and 525,000 of which are designated as Class B Preferred Shares, Series 6;
4. to create a new class of shares, unlimited in number, to be designated as Class A common shares;
5. to amend the rights, privileges, restrictions and conditions attaching to the Class B common shares to add a right to convert such shares on a 1 for 1 basis into 1 Class A common share and 1 Class B Preferred Share of any series authorized; and
6. to provide that the rights, privileges, restrictions and conditions attached to the Class A Preferred Shares, the Class B Preferred Shares (and the series hereby authorized), the Class A common shares and the Class B common shares shall be as set forth in Schedule "A" hereto.

May 27, 1991

Signature

Description of Office - Description du poste

J. Frank Ross, President

FOR DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

Filed - Déposée

MAY 29 1991

SCHEDULE "A"

Subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares, the Class B Preferred Shares as a class and the 6 series of Class B Preferred Shares hereby authorized, the Class A common shares and the Class B common shares are as follows:

A. Class A Preferred Shares

1. Dividends

The Class A Preferred Shares shall rank equally with the Class A common shares and the Class B common shares as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all such classes of shares at the time outstanding without preference or distinction.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs the holders of the Class A Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all of the Class A Preferred Shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class B Preferred Shares, Class A common shares, Class B common shares or shares of any other class ranking junior to the Class A Preferred Shares. After payment to the holders of the Class A Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.

3. Redemption

(a) The Corporation may, subject to the requirements of the Act, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A Preferred Shares on payment of an amount for each share to be redeemed equal to \$1.00 plus all declared and unpaid cash dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount";

(b) In the case of redemption of Class A Preferred Shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Class A Preferred Shares, at least 21 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class A Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Class A Preferred Shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class A Preferred Shares. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Preferred Shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class A Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Class A Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class A Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class A Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Preferred Shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in

any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class A Preferred Shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Redemption Amount without interest from the Corporation.

4. Conversion

(a) Subject as hereinafter provided, any holder of fully paid Class A Preferred Shares shall be entitled at his option at any time up to the close of business on the day prior to the redemption date specified in any notice of redemption of Class A Preferred Shares to have all or any of the Class A Preferred Shares held by him converted into fully paid Class A common shares as the same shall be constituted at the time of conversion at the rate of one (1) Class A common share for each Class A Preferred Share in respect of which the conversion privilege is exercised;

(b) The conversion privilege herein provided for may only be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates for Class A Preferred Shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the books of the Corporation as the holder of the Class A Preferred Shares which the holder desires to have converted; upon the Corporation receiving such notice it shall issue certificates for Class A common shares at the applicable rate herein prescribed and in accordance with the provisions hereof to the registered holder of the Class A Preferred Shares represented by the certificate or certificates accompanying such notice. If less than all of the Class A Preferred Shares represented by any such certificate are converted the holder shall be entitled to receive a new certificate for

that number of Class A Preferred Shares represented by the original certificate which are not converted;

(c) Upon conversion of any Class A Preferred Shares the Corporation shall make a payment to the holder of such shares of an amount equal to all dividends declared and unpaid on such shares at the date of conversion but shall make no payment or adjustment on account of any dividends on the Class A common shares issuable upon such conversion;

(d) If the Corporation shall subdivide its Class A common shares into a greater number of shares or shall issue in exchange for such Class A common shares a greater number of Class A common shares then in such case from and after the effective date of such subdivision or exchange of shares the conversion rate shall be increased in proportion to the increase in the number of outstanding Class A common shares resulting from such subdivision or exchange; and if the Corporation shall reduce the number of Class A common shares by combination or consolidation of shares or shall issue in exchange for its outstanding Class A common shares a smaller number of Class A common shares then in each case from and after the effective date of such combination, consolidation or exchange of shares the conversion rate shall be decreased in proportion to the decrease in the number of the outstanding Class A common shares resulting from such combination, consolidation or exchange of shares;

(e) If the Corporation shall declare and pay a stock dividend upon the Class A common shares or a dividend payable at the option of the respective holders either in Class A common shares or cash then in each case from and after the payment date of such dividend the conversion rate shall be increased in proportion to the increase in the number of outstanding Class A common shares resulting from such dividend;

(f) The Corporation shall not issue fractional shares in satisfaction of the conversion privilege hereinbefore provided but in lieu of fractional shares it shall issue non-voting and non-dividend bearing scrip certificates for a fraction of a share in a form approved by the board of directors. Such scrip certificates may be consolidated into certificates for full shares within such reasonable time as may be determined by the board of directors and if the aggregate amount of shares represented by scrip certificates surrendered for consolidation is an amount in excess of an even number of shares the Corporation shall at the time of delivery of certificates for the number of full shares called for by the surrender of scrip certificates issue a new scrip certificate for an amount equal to such excess. Such scrip certificates may contain provisions authorizing the sale by the Corporation after the expiration of such reasonable time as may be determined by the

board of directors of the number of shares represented by such scrip certificates for the benefit of the holders of such scrip certificates; and

(g) All shares issued for the purpose of or with respect to any conversion of Class A Preferred Shares into Class A common shares or the consolidation of scrip certificates and of shares sold under the foregoing provisions shall be deemed to be fully paid and non-assessable.

5. Voting Rights

The holders of the Class A Preferred Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each Class A Preferred Share held at such meetings, except a meeting of holders of a particular class of shares other than the Class A Preferred Shares who are entitled to vote separately as a class at such meeting.

B. Class B Preferred Shares

1. Designation of Series

The following series of Class B Preferred Shares are hereby designated together with the number of each such series and the Redemption Amount for the purposes herein set forth:

<u>Series Designation</u>	<u>Number</u>	<u>Redemption Amount</u>
1	100,000	\$2.50
2	100,226	\$2.38
3	145,960	\$1.87
4	64,246	\$1.79
5	8,126	\$0.74
6	525,000	\$0.08

2. Dividends

The holders of the Class B Preferred Shares shall be entitled to receive dividends at such times and in such amounts as the board of directors, in its discretion, may declare; provided that, no such dividends shall be declared and paid without the prior written consent of the holders of the Class A Preferred Shares.

3. Liquidation, Dissolution or Winding-Up

(a) Subject to the prior rights of the Class A Preferred Shares, the holders of the Class B Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate

Redemption Amount (as herein defined) of the series of Class B Preferred Shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class A common shares, Class B common shares or shares of any other class ranking junior to the Class B Preferred Shares. After payment to the holders of the Class B Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation; and

(b) In the event that there are not sufficient assets to fully pay the Redemption Amount of all series of Class B Preferred Shares, then the assets available for distribution shall be distributed rateably among the holders of Class B Preferred Shares based on the relative Redemption Amounts of each series such that the assets shall be distributed as follows:

to the Series 1 shareholders	27.0 %
to the Series 2 shareholders	25.8 %
to the Series 3 shareholders	29.6 %
to the Series 4 shareholders	12.4 %
to the Series 5 shareholders	0.6 %
to the Series 6 shareholders	4.6 %

4. Redemption

(a) The Corporation may, subject to the requirements of the Act and subject to the approval of the holders of all outstanding Class A Preferred Shares, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B Preferred Shares on payment of an amount for each share to be redeemed equal to the Redemption Amount of the series of Class B Preferred Shares to be redeemed as set forth in paragraph 1 above;

(b) In the case of redemption of Class B Preferred Shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Class B Preferred Shares, at least 21 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class B Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption

Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Class B Preferred Shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class B Preferred Shares. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B Preferred Shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class B Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Class B Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class B Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class B Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Preferred Shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class B Preferred Shares which were

called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Redemption Amount without interest from the Corporation; and

(c) In the case of a partial redemption of Class B Preferred Shares, unless consented to otherwise in writing by the holders of all Class B Preferred Shares, such Class B Preferred Shares shall be redeemed on the basis of an equal percentage of each series of outstanding Class B Preferred Shares.

5. Voting Rights

The holders of the Class B Preferred Shares as such shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation, unless the meeting is called to consider any matter in respect of which the holders of the Class B Preferred Shares would be entitled to vote separately as a class or series in which case the holders of the Class B Preferred Shares (or a series thereof) shall be entitled to receive notice of and to attend such meeting. The holders of the Class B Preferred shares as such shall not be entitled either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except, subject as hereafter provided, at a meeting called to consider, or a resolution in writing in respect of, any matter in respect of which the holders of the Class B Preferred Shares would be entitled to vote separately as a class or series pursuant to the Act.

C. Class A Common Shares

1. Dividends

The Class A common shares shall rank equally with the Class A Preferred Shares and the Class B common shares as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all such classes of shares at the time outstanding without preference or distinction.

2. Liquidation, Dissolution or Winding-Up

Subject to the prior rights of the Class A Preferred Shares and the Class B Preferred Shares, the holders of the Class A common shares shall be entitled to receive the remaining assets of the Corporation on a pro rata share for share basis with the holders of Class B common shares.

3. Voting

The holders of the Class A common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A common share held at such meetings, except a meeting of holders of a particular class of shares other than the Class A common shares who are entitled to vote separately as a class at such meeting.

D. Class B Common Shares

1. Dividends

The Class B common shares shall rank equally with the Class A Preferred Shares and the Class A common shares as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all such classes of shares at the time outstanding without preference or distinction.

2. Liquidation, Dissolution or Winding-Up

Subject to the prior rights of the Class A Preferred Shares and the Class B Preferred Shares, the holders of the Class B common shares shall be entitled to receive the remaining assets of the Corporation on a pro rata share for share basis with the holders of Class A common shares.

3. Conversion

Subject as hereinafter provided, any holder of fully paid Class B common shares shall be entitled at his option at any time to have all or any of the Class B common shares held by him converted into fully paid Class A common shares and Class B Preferred Shares as the same shall be constituted at the time of conversion at the rate of one (1) Class A common share and one (1) Class B Preferred Share of any series authorized for each Class B common share in respect of which the conversion privilege is exercised;

(b) The conversion privilege herein provided for may only be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates for Class B common shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the books of the Corporation as the holder of the Class B common shares which the holder desires to have converted; upon the Corporation receiving such notice it shall issue certificates for Class A common shares and Class B Preferred Shares at the applicable rate herein prescribed and in accordance with the

provisions hereof to the registered holder of the Class B common shares represented by the certificate or certificates accompanying such notice. If less than all of the Class B common shares represented by any such certificate are converted the holder shall be entitled to receive a new certificate for that number of Class B common shares represented by the original certificate which are not converted;

(c) Upon conversion of any Class B common shares the Corporation shall make a payment to the holder of such shares of an amount equal to all dividends declared and unpaid on such shares at the date of conversion but shall make no payment or adjustment on account of any dividends on the Class A common shares and Class B Preferred Shares issuable upon such conversion;

(d) If the Corporation shall subdivide its Class A common shares or Class B Preferred Shares into a greater number of shares or shall issue in exchange for such Class A common shares or Class B Preferred Shares a greater number of Class A common shares or Class B Preferred Shares then in such case from and after the effective date of such subdivision or exchange of shares the conversion rate shall be increased in proportion to the increase in the number of outstanding Class A common shares or Class B Preferred Shares resulting from such subdivision or exchange; and if the Corporation shall reduce the number of Class A common shares or Class B Preferred Shares by combination or consolidation of shares or shall issue in exchange for its outstanding Class A common shares or Class B Preferred Shares a smaller number of Class A common shares or Class B Preferred Shares then in each case from and after the effective date of such combination, consolidation or exchange of shares the conversion rate shall be decreased in proportion to the decrease in the number of the outstanding Class A common shares or Class B Preferred Shares resulting from such combination, consolidation or exchange of shares;

(e) If the Corporation shall declare and pay a stock dividend upon the Class A common shares or Class B Preferred Shares or a dividend payable at the option of the respective holders either in Class A common shares or Class B Preferred Shares or cash then in each case from and after the payment date of such dividend the conversion rate shall be increased in proportion to the increase in the number of outstanding Class A common shares or Class B Preferred Shares resulting from such dividend;

(f) The Corporation shall not issue fractional shares in satisfaction of the conversion privilege hereinbefore provided but in lieu of fractional shares it shall issue non-voting and non-dividend bearing scrip certificates for a fraction of a share in a form approved by the board of directors. Such scrip certificates may be consolidated into certificates for full shares within such reasonable time as may be determined by the board of directors and if the aggregate amount of

shares represented by scrip certificates surrendered for consolidation is an amount in excess of an even number of shares the Corporation shall at the time of delivery of certificates for the number of full shares called for by the surrender of scrip certificates issue a new scrip certificate for an amount equal to such excess. Such scrip certificates may contain provisions authorizing the sale by the Corporation after the expiration of such reasonable time as may be determined by the board of directors of the number of shares represented by such scrip certificates for the benefit of the holders of such scrip certificates; and

(g) All shares issued for the purpose of or with respect to any conversion of Class B common shares into Class A common shares and Class B Preferred Shares or the consolidation of scrip certificates and of shares sold under the foregoing provisions shall be deemed to be fully paid and non-assessable.

4. Voting

The holders of the Class B common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class B common share held at such meetings, except a meeting of holders of a particular class of shares other than the Class B common shares who are entitled to vote separately as a class at such meeting.



Consumer and
Corporate Affairs Canada

Consommation
et Corporations Canada

Certificate of Amendment

Canada Business
Corporations Act

Certificat de modification

Loi régissant les sociétés
par actions de régime fédéral

INFOGRAPHIC SYSTEMS INC.

133997-4

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the
Articles of the above-mentioned
Corporation were amended

(a) under Section 13 of the
Canada Business Corporations
Act in accordance with the
attached notice;

(b) under Section 27 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment
designating a series of shares;

(c) under Section 177 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment;

(d) under Section 191 of the
Canada Business Corporations
Act as set out in the attached
Articles of Reorganization;

(e) under Section 192 of the
Canada Business Corporations
Act as set out in the attached
Articles of Arrangement.

Je certifie par les présentes que
les statuts de la société
mentionnée ci-haut ont été modifiés

☐ (a) en vertu de l'article 13 de la
Loi régissant les sociétés par
actions de régime fédéral
conformément à l'avis ci-joint;

☐ (b) en vertu de l'article 27 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes
désignant une série d'actions;

☒ (c) en vertu de l'article 177 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes;

☐ (d) en vertu de l'article 191 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué
dans les clauses de réorganisation
ci-jointes;

☐ (e) en vertu de l'article 192 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses d'arrangement ci-jointes.

Le directeur

Glenn M. Collins

Director

February 14, 1992/le 14 février 1992

Date of Amendment - Date de la modification

Canada

CANADA BUSINESS
CORPORATIONS ACT

FORM 4

ARTICLES OF AMENDMENT
(SECTION 27 OR 171)



LOI SUR LES SOCIÉTÉS
COMMERCIALES CANADIENNES

FORMULE 4

CLAUSES MODIFICATRICES
(ARTICLE 27 OU 171)

1 - Name of Corporation - Dénomination de la société

INFOGRAPHIC SYSTEMS INC.

2 - Corporation No. - No de la société

133997-4

3 - The articles of the above-named corporation are amended
as follows:

Les statuts de la société ci-haut mentionnée sont modifiés de la
façon suivante:

1. to create a new class of shares, unlimited in number, to be designated as Class C Preferred Shares;
2. to create a new class of shares, unlimited in number, to be designated as Class C Common Shares;
3. to change each issued Class A Common Share into one Class C Preferred Share;
4. to limit the maximum number of Class A Preferred Shares and Class B Preferred Shares to the number of such shares issued and outstanding on the date hereof; and
5. to provide that the rights, privileges, restrictions and conditions attaching to the Class C Preferred Shares and the Class C Common Shares shall be as set forth in Schedule "A" hereto.

Signature

Description of Office - Description du poste

February 14, 1992

Frank Ross, President

FOR DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

Filed - Déposée

FEB 14 1992

SCHEDULE "A"

Subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class C Preferred Shares and the Class C common shares are as follows:

A. Class C Preferred Shares

1. Dividends

(a) Subject to the prior rights of the Class A Preferred Shares and the Class B Preferred Shares and the provisions of clause (c) below, the holders of the Class C Preferred Shares, in priority to the Class A common shares, Class B common shares and the Class C common shares and all other shares ranking junior to the Class C Preferred shares, shall be entitled to receive and the Corporation shall pay thereon, out of the assets of the Corporation properly applicable to the payment of dividends, a dividend per share equal to 32.8% of the dividend per share paid by Security Holdings International, Inc. on its shares of Common Stock, such dividends to be paid within two (2) business days of the date such dividends are paid by Security Holdings International, Inc. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of any such dividends which are payable in cash and payment thereof shall satisfy such dividends. The holders of the Class C Preferred shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;

(b) Except with the consent in writing of the holders of all of the Class C Preferred shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class A common shares, Class B common shares and the Class C common shares or on any other shares of the Corporation ranking junior to the Class C Preferred shares for any financial year unless the dividends on the Class C Preferred shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class C common shares or on any other shares ranking junior to the Class C Preferred shares; and

(c) In the event of any subdivision, redivision, consolidation or change of either the Class C Preferred Shares of the Corporation or the shares of Common Stock of Security Holdings International, Inc. resulting in a greater or lesser number of either of such shares, the dividend payable pursuant to clause (a) above be adjusted to such

percentage of the Security Holdings International, Inc. dividend as would have resulted from such subdivision, redivision, consolidation or change if the dividend had been paid prior to the date of such subdivision, redivision, consolidation or change.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the Class A and Class B Preferred Shares, the holders of the Class C Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all of the Class C Preferred Shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class A common shares, Class B common shares, Class C common shares or shares of any other class ranking junior to the Class C Preferred Shares. After payment to the holders of the Class C Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.

3. Redemption

(a) The Corporation may, subject to the requirements of the Act, at any time on or after March 1, 1997, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class C Preferred Shares on payment of an amount for each share to be redeemed equal to \$0.88 plus all declared and unpaid cash dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount";

(b) In the case of redemption of Class C Preferred Shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Class C Preferred Shares, at least 21 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class C Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class C Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption

Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Class C Preferred Shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class C Preferred Shares. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C Preferred Shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class C Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Class C Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class C Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class C Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class C Preferred Shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class C Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class C Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class C Preferred Shares which were

called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Redemption Amount without interest from the Corporation.

4. Voting Rights

The holders of the Class C Preferred Shares as such shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation, unless the meeting is called to consider any matter in respect of which the holders of the Class C Preferred Shares would be entitled to vote separately as a class or series in which case the holders of the Class C Preferred Shares (or a series thereof) shall be entitled to receive notice of and to attend such meeting. The holders of the Class C Preferred shares as such shall not be entitled either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except, subject as hereafter provided, at a meeting called to consider, or a resolution in writing in respect of, any matter in respect of which the holders of the Class C Preferred Shares would be entitled to vote separately as a class or series pursuant to the Act.

B. Class C Common Shares

1. Dividends

The Class C common shares shall rank equally with the Class A Preferred Shares, the Class A common shares and the Class B common shares as to dividends and all dividends declared in any fiscal year shall be declared and paid in equal or equivalent amounts per share on all such classes of shares at the time outstanding without preference or distinction.

2. Liquidation, Dissolution or Winding-Up

Subject to the prior rights of the Class A Preferred Shares, the Class B Preferred Shares and the Class C Preferred Shares, the holders of the Class C common shares shall be entitled to receive \$0.01 per share and then shall be entitled to receive the remaining assets of the Corporation on a pro rata share for share basis with the holders of the Class A common shares and the Class B common shares.

3. Voting

The holders of the Class C common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of

the Corporation and shall be entitled to one vote in respect of each Class C common share held at such meetings, except a meeting of holders of a particular class of shares other than the Class C common shares who are entitled to vote separately as a class at such meeting.



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

ISS Integrated Security Solutions Inc.

133997-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés :

(a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;

☐

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

(b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

☐

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

(c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

☒

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

(d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization.

☐

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes.

Director - Directeur

December 31, 1996/le 31 décembre 1996

Date of Amendment - Date de modification

1 - Name of corporation - Dénomination de la société

INFOGRAPHIC SYSTEMS INC.

2 - Corporation No. - N° de la société

1339977-4

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

1. to change the name of the Corporation set forth in Paragraph 1 to:

ISS Integrated Security Solutions Inc.
2. to delete from the authorized capital of the Corporation the Class A Preferred Shares, the Class B Preferred Shares, the Class C Preferred Shares, the Class B Common Shares and the Class C Common Shares;
3. to remove the rights, privileges, restrictions and conditions attaching to the Class A Common Shares; and
4. to provide that, after giving effect to the foregoing, the Corporation is authorized to issue an unlimited number of Class A Common Shares.

Date

Nov. 27, 1996

Signature

David Saw

Title - Titre

Secretary

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Filed - Déposée

Unit - 2 1997