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Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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Fax Number : (850) 224-1640

001451.52421

FOREIGN PROFIT/NONPROFIT CORPORATION

IMAGEWARE SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Dept of State



May 24, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: IMAGEWARE SYSTEMS, INC.
REF: W06000024007

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

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please verify the signature on page 2 to your officers and directors. The name on the signature line does not appear on the officers and directors page.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H06000141716
Letter Number: 206A00036468

H060001417163

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. ImageWare Systems, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 33-0224167

(FBI number, if applicable)

4. 10-26-05

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 812.155, F.S.)

7. 10883 Thornmint Road, San Diego, CA 92127

(Principal office address)

10833 Thornmint Road, San Diego, CA 92127

(Current mailing address)

8. Develop and sell secure credential & biometric products.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

CT Corporation System

By: Donald H. Boadway

(Registered agent's signature)

Donald H. Boadway
Assistant Secretary

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See Attached List of Directors and Officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached List of Directors and Officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. S. James Miller, Jr., CEO / Chairman

(Typed or printed name and capacity of person signing application)

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**2006 Board of Directors and
Corporate Officers
ImageWare Systems, Inc.
10883 Thornmint Rd.
San Diego, CA 92127
(858) 673-8600**

Director's Name

Address of Record

John Callen

(860) 767-0252
Ursa Major Associates, LLC
67 North Main Street
Essex, CT 06426
jcallan@ursamajorassociates.com
eFax number is: 1-801-605-6109

Patrick J. Downs

(760) 761-0933
1898 San Pablo Dr.
Lake San Marcos, CA 92078
patjdowns@adelphia.net

Steve Hamm

(949) 494-1800
130 Emerald Bay
Laguna Beach, CA 92651
sthamm55@yahoo.com

Jack Holleran

(619) 628-8199
238 Daisy Avenue #3
Imperial Beach 91931
jlholleran@cox.net

David Loesch

(703) 503-8837
9901 Wood Astor Court
Burke, VA 22015
dloesch@cox.net

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Officer's Name

Address of Record

Jim Miller
Chairman and CEO

(858) 673-8600 x137
10883 Thornmint Rd.
San Diego, CA 92127
jim@iwsinc.com

Wayne Wetherell
SVP Finance, CFO, Secretary

(858) 673-8600 x138
10883 Thornmint Rd.
San Diego, CA 92127
wgw@iwsinc.com

Bill Willis
SVP Technology

(858) 673-8600 x122
10883 Thornmint Rd.
San Diego, CA 92127
bwillis@iwsinc.com

Chuck Aubuchon
VP Sales

(858) 673-8600 x152
10883 Thornmint Rd.
San Diego, CA 92127
caubuchon@iwsinc.com

Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAGEWARE SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MAY, A.D. 2006.

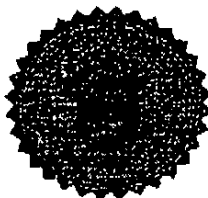
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IMAGEWARE SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4051187 8300

060437273



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4731952

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DATE: 05-09-06