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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

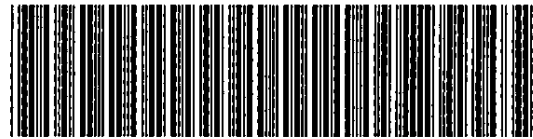
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DIVISION OF CORPORATIONS
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THE STEWART LAW FIRM

A LIMITED LIABILITY LIMITED PARTNERSHIP

www.stewartlaw.pro

REPLY TO: WILMINGTON, DELAWARE

WILMINGTON, DELAWARE:

NEMOURS BUILDING, SUITE 1400
1007 ORANGE STREET
WILMINGTON, DE 19801
TELEPHONE: (302) 652-5200
FAX: (302) 652-7211

LAS VEGAS, NEVADA:

2520 ST. ROSE PARKWAY
SUITE 209
HENDERSON, NV 89074
TELEPHONE: (702) 836-3500
FAX: (702) 446-8030

April 9, 2014

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: iboss, Inc.
Application by Foreign Corporation to Transact Business**

To Whom It May Concern:

Enclosed for filing is the Application by Foreign Corporation to Transact Business in Florida submitted on behalf of iboss, Inc. (the "Company"). Also enclosed are:

- Certificate of Good Standing issued by the Secretary of State of the State of Delaware, dated April 1, 2014
- Amended and Restated Certificate of Incorporation changing the name of the Company from Phantom Technologies, Inc. to iboss, Inc.
- Filing fee in the amount of \$78.75

Please note that the Secretary of State of Delaware no longer issues sealed originals of documents. However, in lieu thereof, any document may be authenticated for up to one year of the date of filing on the website of the Secretary of State of Delaware at:

<https://delecorp.delaware.gov/tin/CertificatesValidation.jsp>

The Company's File Number in Delaware is 5259902. The Authentication Number may be found directly beneath the Secretary of State's signature on the lower right-hand corner of the document.

Please contact me if there are any questions or problems. Thank you for your assistance.

Sincerely,



Keith R. Sattesahn

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DIVISION OF CORPORATIONS
14 APR 14 AM 9:32

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: iboss, 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," or "Certificate of Good Standing" 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:

Keith R. Sattesahn

Name of Person

The Stewart Law Firm

Firm/Company

1007 Orange Street, Nemours Bldg, Suite 1400

Address

Wilmington, DE 19801

City/State and Zip code

ksattesahn@stewartlaw.pro

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Keith R. Sattesahn at (**302**) **652-5200**

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

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. iboss, 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. _____

(FEI number, if applicable)

4. December 14, 2012

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9950 Summers Ridge Rd. #160, San Diego, CA 92121

(Principal office address)

9950 Summers Ridge Rd. #160, San Diego, CA 92121

(Current mailing address)

8. To provide network security solutions and any other lawful purposes

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(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.

Kathryn A. Widdoes, Asst. Secretary

Kathryn A. Widdoes

(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.

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SECRETARY GENERAL'S
DIVISION OF CORPORATIONS
APR 14 AM 9:32

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Paul Martini
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

Vice Chairman: Peter Martini
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

Director: _____
Address: _____

Director: _____
Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 14 AM 9:32

B. OFFICERS

President: Paul Martini
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

Vice President: Peter Martini
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

Secretary: Marisa Salzman
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

Treasurer: Peter Martini
Address: 9950 Summers Ridge Rd. #160, San Diego, CA 92121

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Paul Martini, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

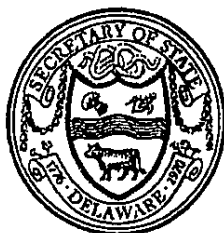
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHANTOM TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2014.

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.

5259902 8300

140415697



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1258887

DATE: 04-01-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PHANTOM TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "PHANTOM TECHNOLOGIES, INC." TO "IBOSS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2014, AT 11:22 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5259902 8100

140423948

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1271220

DATE: 04-07-14

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

PHANTOM TECHNOLOGIES, INC.

Pursuant to Sections 242 and 245 of
the General Corporation Law of
the State of Delaware

Phantom Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), in order to restate its Certificate of Incorporation pursuant to Sections 242 and 245 of the GCL, certifies as follows:

1. The name of the Corporation is Phantom Technologies, Inc. The original Certificate of Incorporation was filed with the Delaware Secretary of State on December 14, 2012.

2. The Board of Directors of the Corporation, by written consent dated April 2, 2014, duly adopted a resolution proposing and declaring advisable the adoption of the Amended and Restated Certificate of Incorporation of the Corporation in the form hereinafter set forth in Item 7.

3. The stockholders of the Corporation, by written consent dated April 2, 2014, duly adopted such Amended and Restated Certificate of Incorporation.

4. The authorized capital of the Corporation shall not be increased or reduced under or by reason of the restatement of the Certificate of Incorporation.

5. This Amended and Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation as originally filed.

6. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the GCL.

7. The text of the Amended and Restated Certificate of Incorporation, as originally filed, is hereby restated so as to read in its entirety as follows:

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
iboss, Inc.**

FIRST: The name of the corporation is iboss, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1007 Orange Street, Suite 1410, Wilmington, County of New Castle, Delaware 19801. The registered agent of the Corporation is Delaware Incorporators & Registration Service, LLC.

THIRD: The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The Corporation shall have authority to issue Five Thousand (5,000) shares of capital stock, of the par value of One Cent (\$0.01) per share. All shares of capital stock of the Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid shares of capital stock of the Corporation shall not be liable to any call and shall be nonassessable.

FIFTH: The Corporation shall indemnify current directors of the Corporation to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, or any successor provision of the laws of the State of Delaware.

SIXTH: The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided, however, that the directors of the Corporation shall continue to be subject to liability (i) for

any breach of their duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the directors derived an improper personal benefit. In addition, the personal liability of directors shall further be limited or eliminated to the fullest extent permitted by any future amendments to Delaware law.

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. The number of directors constituting the board of directors shall be such number as the bylaws may designate from time to time. The directors need not be elected by ballot unless required by the bylaws of the Corporation.

EIGHTH: The directors of the Corporation shall have the power to make, alter or amend the bylaws.

NINTH: The Corporation reserves the right to amend, modify or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation. Notwithstanding the preceding sentences of this Article NINTH, any amendment, modification or repeal of Article FIFTH or SIXTH shall be prospective only, and shall not adversely effect any right to indemnification of any director or officer of the Corporation or any limitation on the personal liability of any director of the Corporation with respect to any act or omission occurring prior to such amendment, modification or repeal.


TENTH: The name and mailing address of the incorporator is Delaware Incorporators & Registration Service, LLC, 1007 Orange Street, Suite 1410, Wilmington DE 19801.

ELEVENTH: This Amended and Restated Certificate of Incorporation shall
become effective on filing.

* * *

THE UNDERSIGNED AUTHORIZED OFFICER, does hereby execute this Amended and Restated
Certificate of Incorporation this 3rd day of April, 2014.

PHANTOM TECHNOLOGIES, INC.,
a Delaware corporation

By: 

Paul Martini, President