



1501229

ACCOUNT NO. : 072100000032

REFERENCE : 671636 90591A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 671636-005

CUSTOMER NO: 90591A

CUSTOMER: Roma Molinaro, Legal Asst
Michael Kahn, P.a.
482 N. Harbor City Boulevard

Melbourne, FL 32935

400002402784--S
-01/16/98-01034-013
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: IDENTITECH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
98 JAN 16 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 16 AM 11:48
DIVISION OF CORPORATION

AM/Rest
FCG
1/16

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
IDENTITECH, INC.

FILED
98 JAN 16 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Identitech, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV. - CAPITAL STOCK

This Corporation is authorized to issue five million (5,000,000) shares at one cent (\$.01) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have up to seven (7) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing the Articles of Incorporation is:

NAME

ADDRESS

Kerry D. Gilger 100 Rialto Place
Melbourne, FL 32901

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by Florida Statutes indemnify and all persons whom it shall have power to indemnify under said section from and against any and all of the

expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporators to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue code of 1986.


The foregoing amended and restated articles of incorporation were adopted by the shareholders of this corporation on the 10th day of October, 1997.

The number of votes cast for the aforementioned amendment was

sufficient for its approval.

Shareholders approved a method prescribed by the Board of Directors whereby within thirty (30) days of the filing of this amendment after its approval shareholders will turn in their share certificates to the secretary of the corporation who will thereupon send or deliver to them replacement certificates evidencing the increased amount of shares due to them because of their shareholder rights as well as a board approved stock-split.

ATTEST:


Biba Watt, Secretary

IDENTITECH, INC.

By: 
Kerry D. Gilger, President

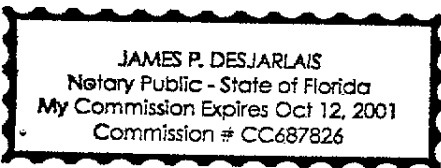
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF BREVARD


I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared KERRY D. GILGER and BIBA WATT, who are the President and Secretary, respectively, of IDENTITECH, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same of behalf of the corporation.

WITNESS my hand and official seal on this the ____ day of



1/12, 1998

My Commission Expires:


Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Identitech, Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 100 Rialto Place, Melbourne, FL 32901, has appointed Michael H. Kahn, Esquire, MICHAEL KAHN, P.A., 482 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.

Michael H. Kahn

Michael H. Kahn
Registered Agent