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TALLAHASSEE, FLORIDA

llp

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INTERNET SECURITY TOOLS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARTIN S. KASS
(Name of Person)

INTERNET SECURITY TOOLS, LLC
(Firm/Company)

5825 NW 32ND STREET
(Address)

GAINESVILLE, FLORIDA 32653-1730
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

MARTIN S. KASS at 352 870-2304
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

INTERNET SECURITY TOOLS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on November 5, 2004 and assigned document number L04000080325

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

Please see attached Amended and Restated
Articles of Organization

Dated November 12, 2004.

Martin S. Kass

Signature of a member or authorized representative of a member

MARTIN S. KASS

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$25.00

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
INTERNET SECURITY TOOLS, LLC**

We the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. Sec. 608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I: NAME OF LIMITED COMPANY

In Accordance with Fla. Stat. Sec. 608.406, the limited liability company's name shall be "INTERNET SECURITY TOOLS, LLC".

ARTICLE II: PERIOD OF DURATION OF LIMITED COMPANY

1.1. This limited liability company shall continue in existence until it shall be dissolved and its affairs wound up in accordance with the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, these Articles of Organization or this limited liability company's Operating Agreement. This limited liability company's existence shall begin the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. Sec. 608.409(1).

ARTICLE III: LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address / Street Address:

5825 NW 32nd Street
Gainesville, FL 32653-1730

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: 5825 NW 32nd Street, Gainesville, FL 32653-1730. The name of the registered agent at such registered office is: Martin S. Kass.

ARTICLE V: ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this Article V. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability

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company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company, and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VI hereof.

ARTICLE VI: CLASSES OF MEMBERS; SHARING OF PROFITS AND LOSSES

Pursuant to Fla. Stat. Sec. 608.4231(1) and 608.4261, this limited liability company may have different classes of Members having such relative rights, powers and duties as specified in the Operating Agreement, including differences among such classes of Members for sharing of profits and losses. In accordance with Fla. Stat. Sec. 608.4261, the profits and losses of this limited liability company shall be allocated among Members as so specified in the Operating Agreement; provided, however, that if the Operating Agreement does not provide for, or is silent as to, the allocation of profits and losses among Members, profits and losses, deductions and credits shall be allocated on the basis of capital contribution made by each Member to the extent that such contributions have been received by the limited liability company and have not been returned; provided further, however, that in all events the Operating Agreement may specifically contain special allocations of profits and losses, deductions and credits among different classes of Members; provided further, however, that the first one million dollars (\$1,000,000.00) of losses, deductions and credits for all taxable periods for federal income tax purposes and for state and local tax purposes, to the extent permitted by applicable law, shall be allocated to the units initially issued to Convergent Capital LLC. The Operating Agreement of this limited liability company may modify the allocation of losses, deductions and credits set forth herein only beyond the initial allocation of one million dollars (\$1,000,000.00) of losses, deductions and credits to the units initially issued to Convergent Capital LLC. Further, in accordance with Fla. Stat. Sec. 608.4231, these Articles and/or Operating Agreement may limit any Members' or class Members' ability to vote on certain items such as the composition of management as set forth in Article VIII hereof.

ARTICLE VII: CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

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ARTICLE VIII: COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two (2) Managers, Martin S. Kass and Convergent Capital LLC, a New York limited liability company, during their joint lifetimes or period of duration, as the case may be, and no others persons, individuals or entities shall have the right to manage this limited liability company unless Martin S. Kass and Convergent Capital LLC, or their respective survivor, resigns, dies, voluntarily retires, dissolves or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. Sec. 608.407(d) and shall be so managed by Martin S. Kass and Convergent Capital LLC jointly until both have resigned, died, retired, dissolved, or consent in writing to a Successor Manager. Upon the resignation, death, retirement, dissolution, or written consent to a Successor Manager of Martin S. Kass or Convergent Capital LLC, whichever first occurs, in such event, a Successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding voting interests in this limited liability company. In accordance with the foregoing, the names and addresses of the Managers of this limited liability company are:

Name of Manager
Martin S. Kass

Address
5825 NW 32nd Street
Gainesville, FL 32653-1730

Convergent Capital LLC
Attn: Robert A. Simensky

51 Katonah's Wood Road
Katonah, NY 10536

The Managers must be in agreement, in writing, with respect to any financial matter regarding this limited liability company, including, but not limited to, the transfer or assignment of any assets, rights, royalties, licences, etc., as well as the issuance of any interests in or units of this limited liability company.

Notwithstanding anything to the contrary contained in Fla. Stat. Sec. 608.426 (successor section) the Managers shall have sole discretion in making decisions regarding distributions to members of this limited liability company.

ARTICLE IX: OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one million (1,000,000) units, all of such units shall be identical. This limited liability company is not obligated to issue all of its units authorized for issuance, but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future issuance to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units issued and

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outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units issued and outstanding is the denominator; provided however, that the first one million dollars (\$1,000,000.00) of losses, deductions and credits for all taxable periods for federal income tax purposes and for state and local tax purposes, to the extent permitted by applicable law, shall be allocated to the units initially issued to Convergent Capital LLC. The Operating Agreement of this limited liability company may modify the allocation of losses, deductions and credits set forth herein only beyond the initial allocation of one million dollars (\$1,000,000.00) of losses, deductions and credits to the units initially issued to Convergent Capital LLC.

PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in the lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in providing financial software, internet software, security software, insurance sales and support, mortgage servicing software and support or similar type activities.

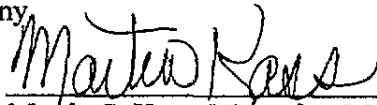
ARTICLE XI: OPERATING AGREEMENT

Upon the unanimous written consent of all Members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method of electing Managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem such Operating Agreement desirable in the event of any conflict between these Articles of Organization and the Operating Agreement, the Articles of Organization shall control.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company, have executed these Amended and Restated Articles of Organization on this twelfth (12th) day of November, 2004.

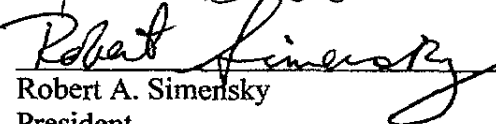
INTERNET SECURITY TOOLS, LLC, a Florida limited liability company

By:



Martin S. Kass, Managing Member

By:



Robert A. Simensky
President

CONVERGENT CAPITAL LLC, Managing Member

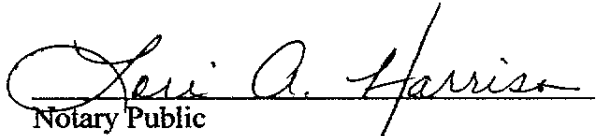
STATE OF FLORIDA

)
) SS
)

COUNTY OF ALACHUA

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared **MARTIN S. KASS**, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced HL DL As identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of November, 2004.



Notary Public

State of Florida at Large

My Commission No. is:

My Commission Expires:



LORI A. HARRISON
COMMISSION # DD107777
EXPIRES APRIL 10, 2006
BONDED THROUGH
WESTERN SURETY CO.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

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COUNTY OF ALACHUA

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BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared **ROBERT A. SIMENSKY**, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced ATX DL license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of November, 2004.

Lori A. Harrison
Notary Public

State of Florida at Large

My Commission No. is:

My Commission Expires:



LORI A. HARRISON
COMMISSION # DD107777
EXPIRES APRIL 10, 2006
BONDED THROUGH
WESTERN SURETY CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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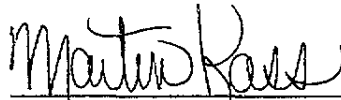
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**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following submitted:

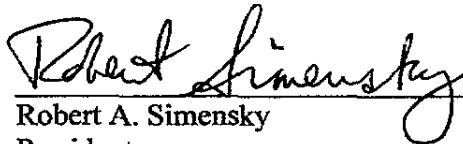
That **INTERNET SECURITY TOOLS, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Gainesville, State of Florida, has named ***Martin S. Kass***, as its agent to accept service of process.

Signature:



Martin S. Kass, Managing Member

Signature:



Robert A. Simensky
President

Convergent Capital LLC, Managing Member

Title:

Incorporating Members

Date:

November 12, 2004

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

A handwritten signature in cursive script, appearing to read "Martin S. Kass", is written over a horizontal line.

Martin S. Kass

Date: November 12, 2004

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