

Division of Corporations

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Florida Department of State
Division of Corporations
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October 12, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GRYPHON GROUP SECURITY SOLUTIONS, INC.

4479 N US 1 SUITE A
MELBOURNE, FL 32935

SUBJECT: GRYPHON GROUP SECURITY SOLUTIONS, INC.

REF: PG2000037417

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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) 245-6908.

Sylvia Gilbert
Document Specialist

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930 South Harbor City Boulevard, Suite 505
Melbourne, Florida 32901
(321) 984-3300
(321) 951-3741 (Fax)
www.fresehanzen.com

To: Florida Department of State
ATTN: ELECTRONIC FILING

Date: October 15, 2007

Fax No.: (850) 617-6380

No. of Pages: 8
including this cover sheet

Phone No.:

From: J. Patrick Anderson, Esquire

Our File No.: 207-0180

Subject: Gryphon Group Security Solutions, Inc.

COMMENTS:

Attached for filing are the Amended and Restated Articles of Incorporation of Gryphon Group Security Solutions, Inc., including the signed Acceptance of Registered Agent (page 5). Also attached are copies of the electronic filing cover sheet and a copy of your letter dated October 12, 2007.

If you do not receive all pages as shown above, please contact Phyllis Pawliw at (321) 984-3300.

THE ATTACHED DOCUMENTS MAY CONTAIN CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL NAMED ABOVE. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY REVIEW, DISSEMINATION OR COPYING OF THIS COMMUNICATION IS PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE. THANK YOU!

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GRYPHON GROUP SECURITY SOLUTIONS, INC.**

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07 OCT 15 PM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1002 and 607.1007 of the Florida Statutes, Gryphon Group Security Solutions, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation as an amendment and restatement of the original Articles of Incorporation filed with the Florida Department of State on the 5th day of April, 2002, as amended pursuant to the Articles of Amendment of Gryphon Group Security Solutions, Inc. filed with the Florida Department of State on the 16th day of December, 2002.

ARTICLE A - NAME

The name of this Corporation is Gryphon Group Security Solutions, Inc.

ARTICLE B - ADOPTION AND TEXT OF AMENDMENT

The amended and restated Articles of Incorporation were voted on and adopted by the Corporation's shareholders entitled to vote on the matter and the number of votes cast for the amended and restated Articles of Incorporation were sufficient for approval. The Articles of Incorporation were amended and restated to read as follows:

"ARTICLE I - NAME

The name of this Corporation is Gryphon Group Security Solutions, Inc.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

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ARTICLE IV - SHARES

This Corporation is authorized to issue Ten Million (10,000,000) shares of \$.001 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V - PRINCIPAL OFFICE

The street and mailing address for the principal place of business of the Corporation is 4479 North U.S. 1, Suite A, Melbourne, Florida 32935.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address in Florida of the registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws, or adopt new Bylaws, shall be vested in the Corporation's Board of Directors. The procedure for the Board to alter, amend or repeal the Bylaws, or adopt new Bylaws shall be set forth in the Bylaws. In the event of any conflict or inconsistency between the Bylaws and these Articles of Incorporation, the provisions of these Articles of Incorporation shall control.

ARTICLE VIII - BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by the Shareholders, but shall never be less than one (1). The Board of Directors shall be elected and hold office in accordance with the Corporation's Bylaws.

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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - COMPENSATION OF DIRECTORS

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI - SHAREHOLDER AGREEMENTS

The Board of Directors shall be empowered to approve any shareholder agreement to which the Corporation is a party.

ARTICLE XII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with this

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Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested."

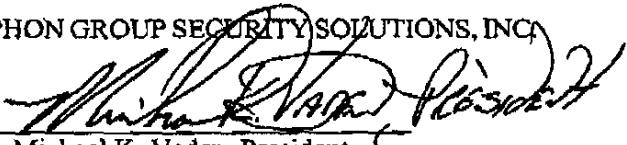
ARTICLE C - EFFECTIVE DATE OF AMENDMENT AND RESTATEMENT

The effective date of the amendment and restatement of the Articles of Incorporation of the Corporation set forth hereinabove will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has acknowledged and executed these Articles of Amendment to the Articles of Incorporation this 12th day of October, 2007.

GRYPHON GROUP SECURITY SOLUTIONS, INC.

By:


Michael K. Vaden, President

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CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


J. PATRICK ANDERSON

Date: October 12, 2007