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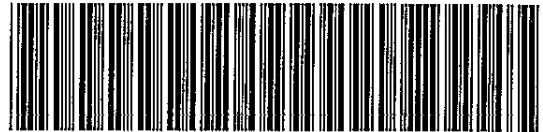
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MARSHALL D. DAVIS, P.A.
ATTORNEY AT LAW
233 EAST BAY STREET
620 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 32202

MARSHALL D. DAVIS

904/354-2738
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December 12, 2002

Department of State
Division of Corporations
Corporate Filing
Post Office Box 6307
Tallahassee, Florida 32314

RE: Gryphon Groups Security Solutions, Inc.

Dear Sir/Madam:

Please find enclosed in reference to the above Articles of Amendment together with my check in the amount of \$43.75. Please file the Articles and return them to me with the Certificate of Status.

Thank you for your assistance in this matter.

Sincerely,

Marshall D. Davis

cc:
Mike Vaden
Gryphon Groups Security Solutions, Inc.
100 Rialto Place, Suite 709
Melbourne, Florida 32901

Thomas L. Raleigh, Esquire
Post Office Box 321
Orlando, Florida 32801-0231

1846-01

ARTICLES OF AMENDMENT
OF
GRYPHON GROUP SECURITY SOLUTIONS, INC.

FILED
02 DEC 16 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRYPHON GROUP SECURITY SOLUTIONS, INC. hereby amends its
Articles of Incorporation as follows:

1. Article VIII shall be amended to read as follows:

ARTICLE VIII

1. **NUMBER AND CLASS OF SHARES AUTHORIZED: PAR VALUE.** The total number of shares which the Corporation shall have authority to issue is Seven Million Five Hundred Thousand (7,500,000) shares consisting of two (2) separate and single classes of stock, known as "Preferred Stock" and "Common Stock" respectively. This Corporation is authorized to issue Three Million Seven Hundred Fifty Thousand (3,750,000) shares of preferred stock having a par value of \$0.001 per share (the "Preferred Stock") and Three Million Seven Hundred Fifty Thousand (3,750,000) shares of common stock having a par value of \$.001 per share (the "Common Stock").

2. **PREFERRED STOCK.**


A. **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, voluntary or involuntary, the holders of Preferred Stock shall receive out of any legally available source for distribution from the assets remaining after the payment of debts and liabilities of the Corporation, before any distribution is made to the holders of the Common Stock, the amount calculated as set forth in that certain Asset Purchase Agreement dated as of April 5, 2002 by and between the Corporation and Gryphon Group International, Inc. While

Preferred Stock is outstanding, the Corporation shall not be authorized to create any other class of capital stock with rights senior to or on a parity with such Preferred Stock as to liquidation rights, nor any securities convertible into such stock.

B. Modification. None of the foregoing provisions relating to the Preferred Stock may be modified or waived without the consent of the holders of the outstanding shares of Preferred Stock.

3. VOTING RIGHTS. The holders of the shares of Preferred Stock and Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders. Each record holder of Preferred Stock shall be entitled to one (1) vote for each outstanding share of Preferred Stock held and each record holder of Common Stock shall be entitled to one (1) vote for each outstanding share of Common Stock held; provided, however, the total votes for the holders of the Preferred Stock shall at all times equal the total votes of the holders of all Common Stock.

2. This Amendment was adopted by unanimous vote at a special meeting of the shareholders held on April 5, 2000, for which notice of the intended change was given. The number of votes cast for the amendment was sufficient for approval.



MICHAEL K. VADEN, PRESIDENT

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael K. Vaden, who presented proof of his identity with a valid Florida Driver's License and who did not take an oath, known to me and known by me to be the President of Gryphon Group International, Inc. and the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of December, 2002.



Cheryl C. Towle
MY COMMISSION # DD029181 EXPIRES
July 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Cheryl C. Towle
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: