

Neduchal & Magee, P.A.

Attorneys at Law
226 Hillcrest Street
Orlando, Florida 32801-1243
(407) 423-1020

FAX (407) 423-7718

Joseph E. Neduchal

BANKRUPTCY
PERSONAL INJURY AND WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

James M. Magee

FAMILY LAW
REAL PROPERTY
TRIAL PRACTICE
GENERAL PRACTICE

October 23, 1997

H. James Brett

500002330405--3
-10/27/97--01112--002
*****35.00 *****35.00

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: NESS SECURITY USA INC.
Our File No: 96-172M

500002330405--3
-10/27/97--01112--003
*****52.50 *****52.50

Dear Sir/Madam:

As per my secretary's telephone conversation with Darlene of this date, enclosed please find an original and one copy of:

1. Restatement of Articles of Incorporation of Ness Security USA, Inc.;
2. Certification Concerning Restatement of Articles of Incorporation of Ness Security USA, Inc., a Florida Corporation; and
3. Certificate Designating Registered Agent and Registered Address of the Corporation for Service of Process within this State, and Acceptance.

I am also enclosing a check in the amount of \$35.00 payable to the Secretary of State as instructed, for filing fee for above, together with a check in the amount of \$52.50 for a certified copy of the Restatement of Articles. Please return a stamped copy of the other documents to our offices.

Thanking you in advance for your courtesy and cooperation, I remain

Very truly yours,

James M. Magee
James M. Magee

VS OCT 30 1997

JMM:rf

Enclosures as noted

Restated Articles

FILED
OCT 27 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION CONCERNING RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

NESS SECURITY USA, INC., A FLORIDA CORPORATION

FILED
97 OCT 27 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED Incorporator, Chairman of the Board of Directors, and Secretary of Ness Security USA, Inc., a Florida Corporation, hereby certify pursuant to Florida Statute 607.1007(4)(a) that the attached Restatement of Articles of Incorporation of Ness Security USA, Inc., does not require Shareholder approval and that the Board of Directors adopted the Restatement effective September 3, 1997.

I HEREBY CERTIFY that this Certification and the attached Restatement of Articles of Incorporation of Ness Security USA, Inc., are the true act and deed of the corporation as set forth therein, and that all appropriate corporate action has been taken to approve the issuance of this Certification and the attached Restatement of Articles of Incorporation of Ness Security USA, Inc.

DATED this 3RD day of September, 1997.

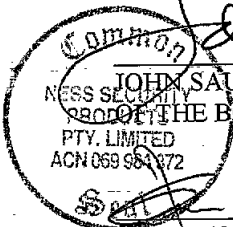
WITNESS



ALISA L. KOPPEL
My Comm Exp. 3/12/00
Bonded By Service Ins
No. CC539215

WILLARD C. NIX, JR.
INCORPORATOR

WITNESS



JOHN SAUNDERS AS CHAIRMAN
SECRETARY OF THE BOARD OF DIRECTORS

PTY. LIMITED
ACN 069 984 872

WITNESS

JOHN MOORE AS SECRETARY

CORPORATE SEAL:

RESTATEMENT OF ARTICLES

OF

INCORPORATION

OF

NESS SECURITY USA, INC.

THE UNDERSIGNED initial Incorporator, Chairman of the Board of Directors, and Secretary of Ness Security USA, Inc., hereby make, subscribe, acknowledge and file with the Department of State of the State of Florida, these Restatement of Articles of Incorporation of Ness Security USA, Inc., a Florida corporation, which original articles were filed on November 12, 1996, for the purpose of restating the Articles of Incorporation of said corporation for profit organized under the laws of the State of Florida.

ARTICLE I : NAME

The name of the corporation is NESS SECURITY USA, INC.

ARTICLE II : DURATION

The existence of the Corporation shall commence with the filing of the original Articles of Incorporation of November 12, 1996. The duration of the Corporation is perpetual.

ARTICLE III : PURPOSE

The Corporation is formed for the primary purpose of focusing sales of NESS HOLMES GUARD Product as part of gaining recurring monthly revenue in the electronics security market of the United States of America, but may engage in any activity or business permitted under the laws of the United States or the State of Florida, as approved by the Board of Directors from time to time.

ARTICLE IV : CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares having no par value (\$0) per share divided into three (3) classes of stock, the amount, rights and limitations of which are described as follows:

(a) 450 Class "A" Shares. Class "A" Shareholders shall have voting rights as conferred by the law of the State of Florida, except that concerning the election of Directors, Class "A" Shareholders may only vote for the election of Class "A" Directors.

(b) 450 Class "B" Shares. Class "B" Shareholders shall have voting rights as conferred by the law of the State of Florida, except that concerning the election of Directors, Class "B" Shareholders may only vote for the election of Class "B" Directors.

(c) 100 Class "C" Shares. Class "C" Shares shall be non-voting shares unless voting rights are conferred upon them by the Board of Directors.

(d) The holders of all shares shall have the right to attend any general meeting of the Company of the corporation. Only the holders of Class "A" and Class "B" Shares shall be entitled to vote at said general meetings.

(e) The voting rights of the Class "A" and Class "B" Shareholders on a poll to be determined according to the number of shares held and not according to the amounts paid on those shares.

(f) Any dividends paid shall be paid equally on all shares in proportion to the amounts paid or otherwise offset in lieu of payment on those shares respectively.

ARTICLE V : DIRECTORS

The Corporation shall have six (6) Directors initially, and the following shall govern the appointment and removal of Directors, and the conduction of Directors meetings:

a) The holders of the Class "A" Shares and the holders of the Class "B" Shares are each entitled to appoint three Directors, to remove any Director appointed by them, and to replace a Director who dies, resigns or is removed from or otherwise vacates office subject to approval by the other class of Shareholders.

b) The Directors are to appoint a Chairman and Secretary from the Class "A" Directors, while ever the President has been appointed from the Class "B" Directors. The Chairman will be entitled to preside as Chairman at meetings of members of the Company. The Chairman will not be entitled to a casting vote at any meeting of the Board or the Company.

c) An appointment or removal of a Director must be in writing served on the Company and signed by or on behalf of the Party entitled to appoint or remove the Director. An appointment or removal is effective on delivery of that written instrument to the registered office of the Company.

d) Each Director may appoint an alternate Director or a proxy or both acceptable to the Board, in accordance with the Articles.

e) The quorum for meetings of Directors is the presence in person or by alternate or proxy of one Class "A" Director and one Class "B" Director.

f) Decisions by the Board are to be made by majority vote. In the case of a deadlock the status quo will remain. In the situation where status quo is unacceptable to any Director then the Directors are to appoint an independent arbitrator acceptable to both Class "A" and Class "B" Directors.

ARTICLE VI : INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5001 L.B. McLeod Road, Orlando, Florida 32811; and the name of the initial registered agent of this corporation at the address is Willard C. Nix, Jr.

ARTICLE VII : INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 5001 L.B. McLeod Road, Orlando, Florida 32811, and its mailing address is the same.

ARTICLE VIII : INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Willard C. Nix, Jr.

5001 L.B. McLeod
Orlando, Florida 32811

ARTICLE IX : BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.

ARTICLE X : INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI : AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto.

IN WITNESS WHEREOF, the Incorporator, Chairman of the Board of Directors, and the Secretary have executed these Restatement of Articles of Incorporation this 3rd day of September, 1997.

WITNESS

WITNESS

WITNESS

ALISA L. NUFFEL
My Comm Exp. 3/12/00
Bonded By Service Ins
No. CC539773

☒ Personally Known

WILLARD C. NIX, JR.
INCORPORATOR


JOHN SAUNDERS AS CHAIRMAN
PROPERTY OF THE BOARD OF DIRECTORS
ACN 069-984 172

JOHN MOORE AS SECRETARY

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS
WITHIN THIS STATE, AND ACCEPTANCE**

In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said act:

That Ness Security USA, Inc., desires to organize under the laws of the State of Florida with its business office at 5001 L.B. McLeod, Orlando, Florida 32811, as indicated in the Restatement of Articles of Incorporation, has named as its registered agent and registered office, Willard C. Nix, Jr., 5001 L.B. McLeod, Orlando, Florida 32811 as its agent to accept service of process within this state.



WILLARD C. NIX, JR.


Having been named registered agent to accept service of process for the above state corporation, at the place designated to this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of said act, including keeping open said office.



REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11 day of September, 1997, by WILLARD C. NIX, JR., as Registered Agent of NESS SECURITY USA, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced N/A as identification and did not take an oath.



NOTARY PUBLIC - signature
My Commission expires:

James M. Magee

NOTARY PUBLIC - printed name