

STEVEN E. EISENBERG
ATTORNEY AT LAW

P97000069800

REPLY TO FORT LAUDERDALE

3109 STIRLING ROAD
SUITE 101
FORT LAUDERDALE, FL 33312
PHONE: (954) 981-6533
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CORAL SPRINGS OFFICE:
3300 UNIVERSITY DRIVE
SUITE 601
CORAL SPRINGS, FLORIDA 33065
PHONE: (954) 474-8496

E MAIL: TAXMAVEN @ AOL.COM

May 15, 1998

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-05/19/98-01073-011
*****87.50 *****87.50

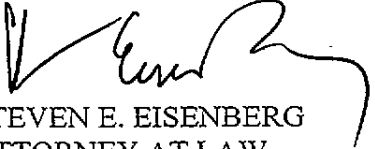
Re: Access Controls, Inc.

Dear Sir:

Enclosed for filing are Articles of Amendment to Articles of Incorporation of Access Controls, Inc., along with a Certificate of Secretary.

Also enclosed is my check for \$87.50 for filing said Articles and I request you return a certified copy of such Articles of Amendment to me.

Very truly yours,


STEVEN E. EISENBERG
ATTORNEY AT LAW

SEE/cae

Enclosures
fc: James Gordon

FILED
98 MAY 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend, Lestate
5-27-98
CC

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ACCESS CONTROLS, INC.**

The undersigned, being the President and Secretary of ACCESS CONTROLS, INC., does hereby make, subscribe, file and acknowledge these Articles of Amendment and Restatement for the purposes of amending and replacing all of the Articles of the Articles of Incorporation of this Corporation and continuing a corporation under the Florida Business Corporations Act.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: ACCESS CONTROLS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 660 NE 56th Court, Fort Lauderdale, Florida 33334.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Twenty Million shares of Common Stock, par value \$.01 per share.

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98 MAY 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent of the initial registered office of the Corporation in the State of Florida is James W. Gordon, 660 NE Court, Fort Lauderdale, Florida 33334

ARTICLE VI
TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII
INDEMNIFICATION

This Corporation may indemnify any director, officer or employee or agent of the Corporation to the fullest extent permitted by Florida Law.

ARTICLE VIII
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have not less than one (1), nor more than seven (7) Directors initially. The names and addresses of the initial members of the Board of Directors are:

James W. Gordon
660 NE 56th Court
Fort Lauderdale, Florida 33334

Dore S. Perler
9400 SW 49th Place
Cooper City, Florida 33328

Ronald B. Roy
2461 NW 87th Avenue
Sunrise, Florida 33351

John C. Sadlon
9095 NW 35th Place
Sunrise, Florida 33351

ARTICLE IX
OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

James W. Gordon
President

Dore Perler
Treasurer and Vice President

James W. Gordon
Secretary

John C. Sadlon
Vice President

Ron B. Roy
Vice President
Secretary

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed the foregoing Articles of Amendment and Reinstatement on the 14^{~~X~~} day of May, 1998.

Attest:




President



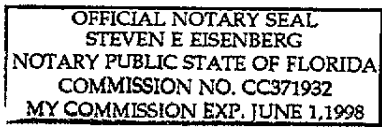
Secretary

State of Florida)
)
County of Broward)

On this 14 day of May, 1998 before me, the undersigned Notary Public of the State of Florida, the foregoing instrument was acknowledged by James Gordon, as President and Secretary, of Access Controls, Inc., on behalf of the corporation, who is ☒ personally known to me, or ☐ has produced identification: _____
WITNESS my hand and official seal.



Notary Public, State of Florida
Printed Name: Steven E Eisenberg
Commission No: _____
Commission Expiration: _____



CERTIFICATE

The Articles of Incorporation of Access Controls, Inc., a Florida Corporation ("Corporation"), filed with the Department of State on August 11, 1997, Charter Number P97000069800 be, and they are hereby, amended as shown below:

All Articles of the Articles of Incorporation of this Corporation are amended and replaced in their entirety to read as shown in the original of which is attached hereto and made a part hereof. All amendments included in these Articles of Amendment and Restatement were adopted pursuant to Section 607.1007, Florida Statutes. There is no discrepancy between this Corporation's Articles of Incorporation as theretofore amended and the provisions of the Articles of Amendment and Restatement other than the inclusion of amendments adopted pursuant to Section 607.1007, Florida Statutes, and the omission of matters of historical interest.

The foregoing amendment was adopted by a unanimous consent of all the Shareholders of this Corporation effected as of May 14, 1998.

Attest:

Access Controls, Inc.

By: 

James W. Gordon, Secretary

By: 

James W. Gordon, President