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(City/State/Zip/Phone #)

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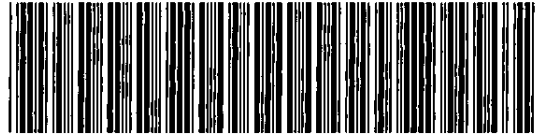
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*ADR*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

1. **Name.** The name of this corporation is **COMMERCE SECURITY INVESTMENTS, INC.**
2. **Duration.** The period of its duration is in perpetuity.
3. **Purpose.** The purpose for which the Corporation is organized is limited to acquiring, owning and holding general partnership interests in Commerce Security Center Partnership, a Florida General Partnership (the "Partnership") pursuant to the respective terms and conditions of the Amended and Restated Partnership Agreement of Commerce Security Center Partnership, dated as of June, 1998, (the "Partnership Agreement") and to transact any and all lawful business for which a corporation may be incorporated under the General Corporation Law of the State of Florida that is incident and necessary or appropriate to the foregoing. The Corporation may not incur any indebtedness.
4. **Capital Stock.** The corporation is authorized to issue 1,000 shares, all of one class, at .01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:  
  
Alan M. Levy, 4901 NW 17th Way, Fort Lauderdale, Florida 33309
6. **Principal Office.** The principal office and mailing address of this corporation is 1428 Brickell Avenue, Eighth Floor, Miami, Florida.
7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this corporation are:  
  
**Erno Jakabovits, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131**
8. **Incorporators.** The name(s) and address(es) of the Incorporator(s) signing these Articles of



Incorporation is:


Erno Jakabovits, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131.

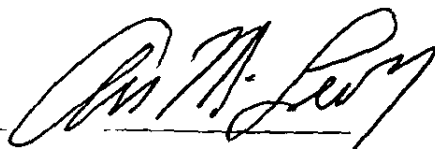
9. **Amendments of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
10. **Non-resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or bylaws so require.
11. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
12. **Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a sixty-six (66) percent vote.

**IN WITNESS WHEREOF**, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this \_\_\_\_ day of May, 2006.

  
PRESIDENT / INCORPORATOR

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.



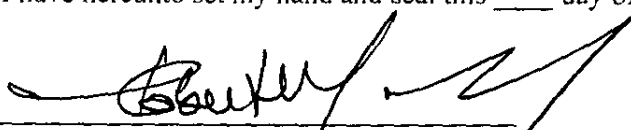
  
REGISTERED AGENT

PROVINCE OF QUEBEC

CITY OF MONTREAL

BEFORE ME, the undersigned authority, personally appeared ERNO JAKABOVITS, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of May, 2006.

  
Notary Public, Province of Quebec

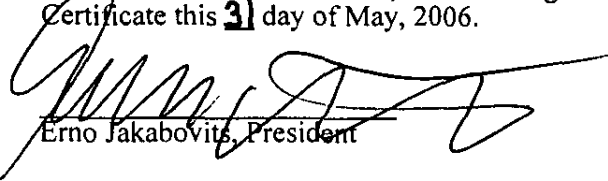
My commission expires:

**ROBERT P. GOSSET, NOTAIRE**  
3808 BOUL. ST-CHARLES, BUREAU 28  
KIRKLAND (QUÉBEC) H9H 3C3  
TÉL.: (514) 894-8278

**CERTIFICATE**

1. The Articles of Incorporation of **COMMERCE SECURITY INVESTMENTS, INC.**, a Florida Corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation.
2. The foregoing amendment was adopted by all of the Directors and Shareholders of the Corporation, unanimously, on May 31, 2006. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed this Certificate this 31 day of May, 2006.

  
Erno Jakabovits, President