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**DUOS TECHNOLOGIES, INC.**

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## Exhibit "A"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
DUOS TECHNOLOGIES, INC.**

**ARTICLE I  
NAME**

The name of the corporation is DUOS TECHNOLOGIES, INC., (the "Corporation") and the address of the principal office and mailing address of the Corporation is at 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216.

**ARTICLE II  
DURATION**

This Corporation shall exist perpetually.

**ARTICLE III  
NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

(a) Authorized Capital. The aggregate number of shares of capital stock which the Corporation has authority to issue is ten million one hundred thousand (10,100,000) shares of stock, which shall consist of ten million (10,000,000) shares of common stock, no par value per share ("Common Stock") and one hundred thousand (100,000) shares of preferred stock, no par value per share ("Preferred Stock") seventy thousand (70,000) shares of which shall be designated as Series A, having the rights and preferences set forth in the Certificate of Designation attached hereto and made a part hereof and thirty thousand (30,000) shares of which shall be reserved for future issuance upon such terms as shall be duly authorized.

(b) Common Stock. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for such share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

(c) Preferred Stock. The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the

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number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The designation and name of such series and the number of shares that shall constitute such series;
2. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;
3. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;
4. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;
5. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and the extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;
6. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;
7. The extent of the voting powers, if any, of the shares of such series;
8. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and the amount of such consideration that shall be credited to the capital account; and
9. Any other preferences and relative, participating, option, or other special rights, and qualifications, limitations or restriction thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of

Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

(d) Preemptive Rights. Except as may be provided by agreement among the Corporation on the one hand and one or more shareholders on the other hand, shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The Corporation and one or more of the shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may from time to time agree.

#### ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is Gianni B. Arcaini.

#### ARTICLE VI DIRECTORS

(a) Number. The number of directors shall be as fixed by the bylaws and may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Removal; Vacancies. Directors may be removed, and vacancies on the board of directors may be filled, by holders of a majority of all outstanding shares of the Corporation entitled to vote, or by a majority of the number of directors then fixed by the bylaws.

(c) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VII BYLAWS

The initial bylaws of this Corporation shall be adopted, altered, amended or repealed from time to time by either holders of a majority of all outstanding shares of the Corporation entitled to vote, or by a majority of the number of directors then fixed by the bylaws, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

#### **ARTICLE VIII SHAREHOLDERS**

(a) Special Meetings. Special meetings of the shareholders may be called by the chairman, president, the board of directors, or by the holders of not less than twenty-five percent (25%) of all outstanding shares of the Corporation entitled to vote at the meeting.

(b) Quorum. The presence, represented in person or by proxy, of a majority of the shares entitled to vote, shall constitute a quorum at any meeting of shareholders.

#### **ARTICLE IX AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF DUOS TECHNOLOGIES, INC.**

Pursuant to the provisions of §607.1003, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:


1. The name of the corporation is **DUOS TECHNOLOGIES, INC.**
2. The Articles of Incorporation were amended by the following resolutions, which were adopted by the Shareholders and Directors of the corporation effective October 2, 2006, in the manner prescribed by the Florida General Corporation Act:

**BE IT RESOLVED**, that the Articles of Incorporation are hereby amended and restated to read in their entirety as set forth in Exhibit "A" attached hereto and by this reference incorporated herein.

3. This amendment was adopted by the directors and shareholders of this Corporation. The number of votes cast by the shareholders was sufficient for approval.

Dated: October 5, 2006.

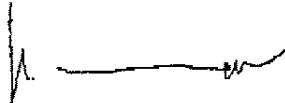
DUOS TECHNOLOGIES, INC.



By: \_\_\_\_\_

Gianni B. Arcaini  
Its President

Having been named as Registered Agent for the above stated corporation, I hereby agree to act in that capacity, and I further state that I am familiar with, and except, this obligation of that position.



\_\_\_\_\_  
Gianni B. Arcaini