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|------------|--------------|---------------------------------|--------|--------|---------|------|------|
| DATE       | DOCUMENT ID  | DESCRIPTION                     | FILING | EXPED  | PENALTY | CERT | COPY |
| 12/21/2012 | 201235600290 | AMENDED/RESTATED ARTICLES (AMA) | 50.00  | 300.00 |         | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM  
JAMES H. TANKS, III  
4400 EASTON COMMONS WAY, SUITE 125  
COLUMBUS, OH 43219

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

682470

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**INVUE SECURITY PRODUCTS INC.**

and, that said business records show the filing and recording of:

Document(s):

**AMENDED/RESTATED ARTICLES**

Document No(s):

**201235600290**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus,  
Ohio this 21st day of December,  
A.D. 2012.

Ohio Secretary of State

Dec 20 12 12:54p

Kathy Moock

440-546-0420

p. 2



Form 540 Prescribed by:

**JON HUSTED**  
**Ohio Secretary of State**

Central Ohio: (614) 466-3910  
 Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Busserv@OhioSecretaryofState.gov](mailto:Busserv@OhioSecretaryofState.gov)

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:

Regular Filing (non expedite)  
 P.O. Box 1329  
 Columbus, OH 43216

Expedite Filing (Two-business day processing  
 time requires an additional \$100.00).  
 P.O. Box 1390  
 Columbus, OH 43216

## Certificate of Amendment (For-Profit, Domestic Corporation) Filing Fee: \$50

**Check appropriate box:**

- ☐ Amendment to existing Articles of Incorporation (128-AMD)
- ☒ Amended and Restated Articles (~~128~~-AMAN) - The following articles supersede the existing articles and all amendments thereto.  
 122

**Complete the following information:**Name of Corporation Charter Number **Check one box below and provide information as required:**

☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

☐ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)  
 (In this space insert the number 1 through 10 to provide basis for adoption.)

☒ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

Dec 20 12 12:54p

Kathy Moock

440-546-0420

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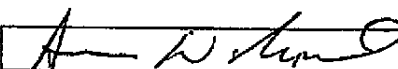
**A copy of the resolution of amendment is attached to this document.**

**Note:** If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

  
Signature

By (if applicable)

Andrew W. Moock

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

2012 AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**INVUE SECURITY PRODUCTS INC.**

(Adopted pursuant to Section 1701.71 of the Ohio Revised Code)

Invue Security Products Inc., a corporation organized and existing under the Ohio Revised Code,

DOES HEREBY CERTIFY:

A: That the name of this corporation is Invue Security Products Inc. (the "Corporation"), and that this Corporation was originally incorporated pursuant to the provisions of the Ohio Revised Code on July 24, 1986.

B: That the Board of Directors of the Corporation have duly adopted resolutions proposing an amendment and restatement of the Articles of Incorporation of the Corporation, which resolutions set forth the proposed amendment and restatement as set forth herein (the "Amended and Restated Articles of Incorporation"), and declaring such Amended and Restated Articles of Incorporation to be advisable and in the best interest of the Corporation and its shareholders.

C: That the Amended and Restated Articles of Incorporation were duly adopted and approved by resolution of the Corporation's shareholders.

D: The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

FIRST: The name of the Corporation is Invue Security Products Inc.

SECOND: The principal office of the Corporation shall be located in the City of Charlotte, Mecklenburg County, North Carolina.

THIRD: The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code as now in effect or hereafter amended.

FOURTH: The maximum number of shares of capital shares that the Corporation is authorized to have outstanding is One Hundred Fifty-Five Thousand (155,000) shares, all of which shares shall be common shares without par value (the "Common Shares"). One Hundred Fifty-Three Thousand Four Hundred Fifty (153,450) shares of Common Shares are designated as Class A non-voting Common Shares (the "Class A Common Shares"), and One Thousand Five Hundred Fifty (1,550) shares of

Common Shares are designated as Class B Common Shares (the "Class B Common Shares").

FIFTH: Effective as of the filing of these Amended and Restated Articles of Incorporation, each one hundred (100) Common Shares of the Corporation that were issued and outstanding immediately prior to the filing of these Amended and Restated Articles of Incorporation shall be reduced to one (1) Common Share with any required reduction to fractional Common Shares which shall remain outstanding. Immediately after such foregoing reduction, each resulting one (1) Common Share (or fraction thereof) will be automatically converted, reclassified, and divided into Ninety-Nine (99) Class A Common Shares and One (1) Class B Common Shares, and appropriate fractions thereof.

SIXTH: The rights, preferences, privileges, and restrictions of the Corporation's authorized capital shares are as follows:

(1) General. Except as provided below with respect to voting rights, the Class A Common Shares and the Class B Common Shares shall be identical in all respects.

(2) Voting Rights. Subject to any contractual agreements related to voting entered into among the shareholders, the holders of Class B Common Shares shall be entitled to vote on each matter on which the shareholders of the Corporation shall be entitled to vote, and each holder of Class B Common Shares shall be entitled to one vote for each share of such shares held by such holder. The holders of Class A Common Shares shall not have any voting rights, except as otherwise required by applicable law, in which case holders of Class A Common Shares shall vote (at the rate of one vote per ninety-nine (99) shares of Class A Common Shares held) as a single class on such matter unless otherwise required by applicable law and the Class B Common Shares shall vote as a single class. The affirmative vote of a majority of the outstanding Class B Common Shares shall be required for the approval of all matters on which the Class A Common Shares are entitled to vote as required by applicable law. There shall be no cumulative voting.

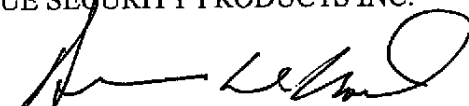
SEVENTH: The Corporation, by action of its directors, shall have the right and power to purchase any of the outstanding shares at such price and upon such terms as the directors may determine.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein upon shareholders, directors or any other persons whomsoever are subject to this reservation.

NINTH: These Amended and Restated Articles of Incorporation shall take the place and supersede the Corporation's existing Articles of Incorporation, as amended.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by an authorized officer of the Corporation on this 30<sup>th</sup> day of November, 2012.

INVUE SECURITY PRODUCTS INC.

By:   
Andrew W. Moock  
Executive Vice President

ATTEST:   
\_\_\_\_\_  
Name: Lois Holden  
\_\_\_\_\_  
Title: Director  
\_\_\_\_\_

**INVUE SECURITY PRODUCTS INC.****JOINT ACTION BY WRITTEN CONSENT AND WAIVER OF  
THE SHAREHOLDERS AND DIRECTORS**

November 30, 2012

Pursuant to Ohio Revised Code Chapter 1701, the undersigned, being all of the shareholders (the "Shareholders") and all of the members of the Board of Directors of Invue Security Products Inc. (the "Corporation"), do hereby consent to and vote for the adoption of the following actions by this joint action by written consent and waiver:

**Share Reclassification and Amended and Restated Articles of Incorporation**

WHEREAS, the Shareholders and Board of Directors of the Corporation have determined that it is advisable and in the best interest of the Corporation that the Corporation implement both (i) a reverse share split thereby reducing each one hundred (100) outstanding Common Shares of the Corporation to one (1) Common Share and (ii) a reclassification, pursuant to which the Corporation will create 2 classes of common shares, Class A non-voting Common Shares and Class B Common Shares (collectively the "Reclassification").

WHEREAS, in connection with the Reclassification, the Shareholders and Board of Directors of the Corporation have determined that it is advisable and in the best interest of the Corporation that the Corporation amend and restate the Corporation's Articles of Incorporation, in substantially the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation"), which form is incorporated herein by reference and has been reviewed by the Board of Directors and the Shareholders of the Corporation.

WHEREAS, in connection with the Reclassification, each one hundred (100) outstanding Common Shares will be reduced to one (1) Common Share and thereafter each such one (1) Common Share shall, by virtue of the filing of the Amended and Restated Articles of Incorporation and without any action on the part of the holder thereof, be converted into ninety-nine (99) fully paid Class A non-voting Common Shares and one (1) fully paid Class B Common Share, effective immediately upon filing of the Amended and Restated Articles of Incorporation, having such rights and preferences as set forth in the Amended and Restated Articles of Incorporation (the "Share Exchange").

WHEREAS, all outstanding certificates representing Common Shares previously outstanding shall be surrendered to the Corporation and new certificates shall be issued in place thereof to thereafter represent ninety-nine (99) Class A non-voting Common Shares and one (1) Class B Common Share of the Corporation.

NOW, THEREFORE, BE IT

RESOLVED: That the Amended and Restated Articles of Incorporation are hereby approved and adopted, and the officers of the Corporation, or any one of

them (each an "Authorized Person" and together, the "Authorized Persons") be, and they hereby are, authorized and directed on behalf and in the name of the Corporation, to execute the Amended and Restated Articles of Incorporation and to cause such document to be filed with the Secretary of State of the State of Ohio;

RESOLVED

FURTHER: That the Authorized Persons be, and they hereby are, authorized and directed on behalf of and in the name of the Corporation, to make all such arrangements to do and perform all such acts, and to execute and deliver all such instruments and documents, as may be necessary or appropriate in order to effectuate fully the purpose of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

RESOLVED

FURTHER: That the Shareholders hereby approve the Share Exchange and agree to do and perform all such acts, and to execute and deliver all such instruments and documents, as may be reasonably requested by the Authorized Persons to effectuate fully the Share Exchange.

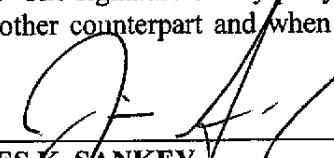
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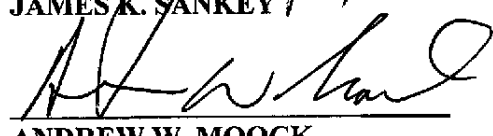
This action may be executed in counterparts, each of which should be deemed an original, and all of which together shall constitute one resolution. The signature of any party to any counterpart, or facsimile thereof, may be appended to any other counterpart and when so appended shall constitute an original.

**THE JAMES K. SANKEY ELECTING  
SMALL BUSINESS TRUST  
DATED APRIL 18, 1997**

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

Trustee

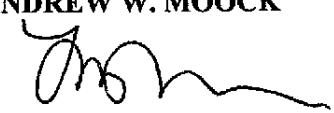
  
\_\_\_\_\_  
JAMES K. SANKEY

  
\_\_\_\_\_  
ANDREW W. MOOCK

**THE ANDREW W. MOOCK ELECTING  
SMALL BUSINESS TRUST  
DATED APRIL 18, 1997**

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

Trustee

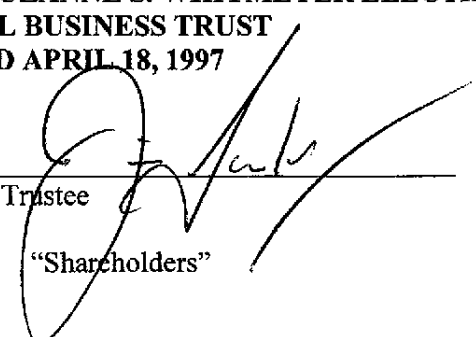
  
\_\_\_\_\_  
LOIS M. HOLDEN

"Directors"

**THE SUZANNE S. WHITMEYER ELECTING  
SMALL BUSINESS TRUST  
DATED APRIL 18, 1997**

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

Trustee

  
\_\_\_\_\_  
"Shareholders"

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**