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12/18/2014	201435101350	AMENDED/RESTATED ARTICLES (AMA)	75.00	0.00	0.00	0.00	0.00

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THOMPSON HINE LLP
ATTN:CAROL R. RUSSELL
41 S. HIGH STREET; #1700
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

671495

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

MEGACITY FIRE & SECURITY, INC.

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

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**201435101350**

Effective Date: 12/16/2014

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 18th day of December, A.D. 2014.

Jon Husted

Ohio Secretary of State

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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
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
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P.O. Box 1329
Columbus, OH 43216

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Columbus, OH 43216

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

Check appropriate box:

- ○ Amendment to existing Articles of Incorporation (125-AMDS)
- ◉ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation: Megacity Fire Protection, Inc.

Charter Number: 671495

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SECRETARY OF STATE
2014 DEC 16 PM 3:20

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.

◉ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

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.

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.

Kathleen Gagnon
Signature

By (if applicable)

Kathleen Gagnon
Print Name

Signature

By (if applicable)

Print Name

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ATTACHMENT TO

CERTIFICATE OF AMENDMENT

OF

MEGACITY FIRE PROTECTION, INC.

The following resolution with respect to the amendment of the Articles of Incorporation of Megacity Fire Protection, Inc., an Ohio corporation (the "Corporation") were approved and adopted by the written consent of all of the shareholders of the Corporation, on the 2nd day of December, 2014, pursuant to Ohio Revised Code Section 1701.54:

> RESOLVED, that the Amended Articles of Incorporation attached hereto are hereby adopted and the President of the Company is authorized and directed to file the appropriate documents with the Secretary of the State of Ohio and to do all other things necessary to carry out the intent and purposes of the recapitalization set forth therein.

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ATTACHMENT TO RESOLUTION OF SHAREHOLDERS

AMENDED ARTICLES OF INCORPORATION OF MEGACITY FIRE & SECURITY, INC.

FIRST: The name of the Corporation is Megacity Fire & Security, Inc.

SECOND: The place in Ohio where the Corporation's principal office is located is Dayton, Montgomery County, Ohio.

THIRD: The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed pursuant to Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The authorized number of shares of the Corporation is One Thousand (1,000), which shall be classified as follows:

One Hundred (100) Class A Voting Common Shares without par value; and

Nine Hundred (900) Class B Nonvoting Common Shares without par value.

The express terms and provisions of the Class A Voting Common Shares and the Class B Nonvoting Common Shares shall be identical, except with respect to notice and voting rights. The holders of Class A Voting Common Shares shall be entitled to receive notice of all meetings of shareholders and to have one vote for each Class A Voting Common Share held by them. The holders of Class B Nonvoting Common Shares shall not be entitled to receive notice of meetings of shareholders and shall have no voting rights with respect to such shares, except as rights to notice and to vote are otherwise specifically granted to holders of classes of shares in accordance with the General Corporation Law of Ohio.

FIFTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the Corporation, the Corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the Corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the Corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the Corporation would be less than its liabilities plus stated capital or if it is insolvent (as defined in the General Corporation Law of Ohio) or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SIXTH: No holder of shares of any class of the Corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or

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exchangeable for shares of the Corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

SEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, designating for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

EIGHTH: No contract, action, or transaction shall be void or voidable with respect to the Corporation for the reason that it is between or affects the Corporation and one or more of its directors or officers, or between or affects the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee of the directors that authorizes such contract, action, or transaction, if in any such case any of the following apply: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors or the committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract, action, or transaction; or (c) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee of the directors, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee of the directors which authorizes the contract, action, or transaction. As used in this Article EIGHTH, (i) a director is not an interested director solely because the subject of the contract, action, or transaction may involve or affect a change in control of the Corporation or his continuation in office as a director of the Corporation; and (ii) action shall mean a resolution adopted by the directors or a committee of the directors of the Corporation.

NINTH: Upon the effectiveness of these Amended Articles of Incorporation, each of the One Hundred (100) Common Shares of the Corporation which were outstanding immediately prior thereto shall be converted and changed into One (1) Class A Voting Common Share and Nine Hundred (900) Class B Nonvoting Common Shares (the "Recapitalization"). As a result of and immediately after the Recapitalization, there will be outstanding One Hundred (100) Class A Voting Common Shares and Nine Hundred (900) Class B Nonvoting Common Shares.

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Promptly following the Recapitalization, the holders of the certificates that, immediately prior to the Recapitalization, represented all outstanding Common Shares shall be entitled to receive in exchange for such certificates, upon surrender of such certificates to the Corporation at its principal office, certificates for the number of Class A Voting Common Shares and Class B Nonvoting Common Shares to which such holder is entitled as a result of the Recapitalization. Until surrendered and exchanged in accordance with the foregoing, each certificate that, immediately prior to the Recapitalization represented Common Shares, shall represent the number of Class A Voting Common Shares and Class B Nonvoting Common Shares to which the holder is entitled as a result of the Recapitalization.

TENTH: These Amended Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation in their entirety.

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