

2467425

A0691476

FILED
in the office of the Secretary of State
of the State of California

MAY 15 2009

**CERTIFICATE OF AMENDMENT OF
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF 3VR SECURITY, INC.**

The undersigned, Al Shipp and Russell Keefe, hereby certify that:

1. They are the duly elected and acting Chief Executive Officer and Chief Financial Officer, respectively, of 3VR Security, Inc., a California corporation (the "Company").
2. Article IV, Section 4(d)(ii)(A) of the Third Amended and Restated Articles of Incorporation of the Company is hereby amended in its entirety to read as follows:

“(A) shares of Common Stock issued or issuable to employees, officers or directors of, or consultants or advisors to, the Company or any subsidiary pursuant to stock purchase or stock option plans or other arrangements approved by the Board of Directors (including the approval of at least seventy-five percent (75%) of the members of the Board of Directors) not to exceed 8,292,025 shares of Common Stock (as adjusted for any Recapitalizations);”
3. Article IV, Section 5(d) of the Third Amended and Restated Articles of Incorporation of the Company is hereby amended in its entirety to read as follows:

“(d) Election of Directors. So long as at least 1,925,000 shares (as adjusted for Recapitalizations) of the Preferred Stock remain outstanding, the holders of the Series A Preferred Stock and Series B Preferred Stock, respectively, each voting as a separate class, shall be entitled to each elect one (1) member of the Company's Board of Directors at each meeting or pursuant to each consent of the Company's shareholders for the election of directors. In the case of any vacancy in the office of a director elected by the holders of Series A Preferred Stock or the Series B Preferred Stock, as the case may be, the holders of the then outstanding Series A Preferred Stock or Series B Preferred Stock, as the case may be, shall be entitled, voting as a separate class either by written consent or at a special meeting, to elect a successor to hold office for the unexpired term of the director whose place shall be vacant. The holders of Common Stock, voting as a separate class, shall be entitled to elect three (3) members of the Company's Board of Directors at each meeting or pursuant to each consent of the Company's shareholders for the election of directors. In the case of any vacancy in the office of a director elected by the holders of Common Stock, the holders of the then outstanding Common Stock shall be entitled, voting as a separate class either by written consent or at a special meeting, to elect a successor to hold office for the unexpired term of the director whose place shall be vacant. Two (2) additional members of the Company's Board of Directors shall be elected by the holders of the Common Stock and the Preferred Stock, voting together as a single class on an as-converted to Common Stock basis.”
4. The foregoing amendment of Third Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.
5. The foregoing amendment of Articles of Incorporation has been duly approved by the shareholders of this corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Common Stock is 4,121,177, the total number of outstanding shares of Series A Preferred Stock is 9,391,115, the total number of outstanding shares of Series B Preferred Stock is 9,197,247 and

the total number of outstanding shares of Series C Preferred Stock is 7,165,414. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for the approval of the amendment herein set forth was more than fifty percent (50%) of the Common Stock of the Company and the Preferred Stock of the Company voting together as a separate class and more than seventy percent (70%) of the Preferred Stock of the Company voting as a separate class.

[Signature page follows]

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Dated: May 15, 2009



Al Shipp, Chief Executive Officer



Russell Kiefe, Chief Financial Officer