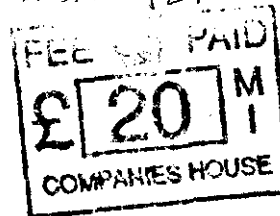


Package: 'Laserform'  
by Laserform International Ltd.



CHFP025

This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

For office  
use only

CN

FC 22868

BN

BR 5815

Corporate name  
(See note 5) (name in parent state)

INTEGRATED INFORMATION SYSTEMS, INC.

Business name  
(if different to corporate name)

INTERGRATED INFORMATION SYSTEMS UK

Country of incorporation

USA

Identity of register  
(if applicable)

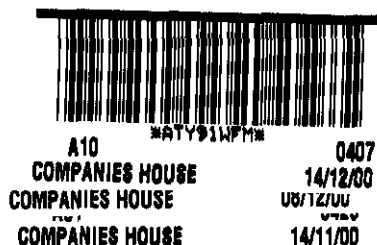
STATE OF DELAWARE

and registration no. 3112662

Legal form  
(See note 3)

PUBLIC COOMPANY LIMITED BY SHARES

**PART A COMPANY DETAILS** <sup>1</sup>



\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES

☐

NO

☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law

(See note 4)

STATE OF DELAWARE, USA

Accounting  
Requirements

Period for which the company is required to prepare accounts by  
parent law. from N/A to

Period allowed for the preparation and public disclosure of accounts  
for the above period N/A months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of  
business in home country

1560 W. FOUNTAINHEAD PARKWAY, SUITE 200, TEMPE, ARIZONA

85282, USA

Objects of company

INTERNET PROFESSIONAL SERVICES AND CONSULTING

Issued share capital

20,568,208 SHARES OF 0.001 US\$ Currency US DOLLARS

US\$ 20,568.20

Company Secretary(ies)

(See note 10)

Name

\* Style/Title

Forenames

Surname EXCELLET INVESTMENTS LIMITED

\* Honours etc.

Previous Forenames

Previous surname

Address

SENATOR HOUSE

85 QUEEN VICTORIA STREET

Post town LONDON

County / Region

Postcode EC4V VJL

Country ENGLAND

\* Voluntary details

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

Company Secretary(ies)

(See note 10)

Name

\* Style/Title

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Address

Post town

County / Region

Postcode

Country

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.  
(You may photocopy this page  
if required)

## Directors

(See note 10)

### Name

\* Style/Title \_\_\_\_\_

Forenames JEFFREY

Surname FRANKEL

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

1560 WEST FOUNTAINHEAD PARKWAY

Post town TEMPE

County / Region ARIZONA

Postcode 85282

Country USA

Day Month Year

Date of Birth

0 | 4 | 0 | 5 | 1 | 9 | 5 | 3

Nationality US CITIZEN

Business Occupation ATTORNEY

Other Directorships NONE

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

\* Mark box(es) as applicable

The extent of the authority to represent the company is :- (give details)

FULL AUTHORITY

These powers :-

\* ☒

May be exercised alone

\* OR

\* ☐

Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

## Directors

(See note 10)

### Name

\* Style/Title \_\_\_\_\_

Forenames JAMES

Surname GARVEY

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

### Address

1101 E. WARNER ROAD, #160

Post town TEMPE

County / Region ARIZONA

Postcode 85284 Country USA

Day Month Year

Date of Birth 

2	6	0	8	1	9	6	4
---	---	---	---	---	---	---	---

 Nationality AMERICAN

Business Occupation CHIEF EXECUTIVE OFFICER

Other Directorships NONE

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)

FULL AUTHORITY

These powers :-

\* ☒ May be exercised alone

\* OR

\* ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page if required)

## Constitution of company

(See notes 6 to 9)

\*Mark box(es)  
as applicable

(See note 9)

- \* ☒ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\* is/are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- \* ☐ A copy of the latest accounts of the company  
AND  
☐ A certified translation  
\* is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- \* ☐ The Constitutional documents (\*and certified translations)  
AND/OR  
☐ The latest accounts (\* and certified translations)  
of the company were previously delivered on the registration of the branch of the company at :-  
Cardiff ☐ Edinburgh ☐ Belfast ☐  
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.  
Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- \* ☐ The Constitutional documents (\*and certified translation)  
AND/OR  
☐ Particulars of the current directors and secretary(s)  
were previously delivered in respect of a place of business of the company registered at THIS registry.  
Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\* Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname EXCELLET INVESTMENTS LIMITED

Address SENATOR HOUSE

85 QUEEN VICTORIA STREET

Post town LONDON

County / Region \_\_\_\_\_ Postcode EC4V 4JL

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

NONE, ONLY PROCESS AGENT

These powers :-

\* ☐ May be exercised alone

\* ☐ OR

\* ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

\* Mark box(es) as appropriate

(You may photocopy this page as required)

* Style/Title			
Forenames	<u>JEFFREY</u>		
Surname	<u>FRANKEL</u>		
Address	<u>1560 WEST FOUNTAINHEAD PARKWAY</u>		
Post town	<u>TEMPE</u>		
County / Region	<u>ARIZONA</u>	Postcode	<u>85282</u>
Is # <input type="checkbox"/>	Authorised to accept service of process on the company's behalf		
* <del>AND</del> /OR			
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business		
The extent of the authority to represent the company is :- (give details)			
<u>FULL AUTHORITY</u>			
These powers :-			
# <input checked="" type="checkbox"/>	May be exercised alone		
OR			
# <input type="checkbox"/>	Must be exercised with :-		
(Give name(s) of co-authorised person(s))			

**Address of branch**

(See note 11)

Address 118 THE WHITE HOUSE APARTMENTS9 BELVEDERE ROADPost town LONDONCounty / Region \_\_\_\_\_ Postcode SE1 84P**Branch Details**

(See note 12)

Date branch opened  
Day Month Year  
0 | 9 | 1 | 0 | 2 | 0 | 0 | 0

Business carried on at branch \_\_\_\_\_

MARKETING, RESEARCH AND SALES PROMOTIONAL ACTIVITIES FOR  
INTEGRATED INFORMATION SYSTEMS INC.**SIGNATURE**

Signed \_\_\_\_\_

( \*Director / Secretary / Permanent representative )

Date \_\_\_\_\_

13 November 2000 Excel Investments Limited  
for and on behalf of

This form contains ..... continuation sheets.

To whom should Companies House  
direct any enquiries about the  
information on this form?Name EvershedsAddress Senator House, 85 Queen Victoria Street, LondonPostcode EC4V 4JLTelephone 0171 919 4500Extension 0750When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
for branches established in England and Wales for branches established in Scotland**Companies House**  
Crown Way  
Cardiff  
CF14 3UZ**Companies House**  
37 Castle Terrace  
Edinburgh  
EH1 2EB



Office of the Secretary of State

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "INTEGRATED INFORMATION SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2000, AT 1 O'CLOCK P.M.



3112662 8100

001541784

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0759657

DATE: 10-27-00

**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
INTEGRATED INFORMATION SYSTEMS, INC.**

Integrated Information Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware; DOES HEREBY CERTIFY:

**FIRST:** The original Certificate of Incorporation of Integrated Information Systems, Inc. was originally filed with the Secretary of State of Delaware on November 15, 1999.

**SECOND:** No shares of Series A, Series B, or Series C Preferred stock of the Corporation remain outstanding, and none will be issued subject to the previously filed Amended and Restated Certificate of Incorporation.

**THIRD:** That at a meeting of the Board of Directors of Integrated Information Systems, Inc., resolutions were duly adopted setting forth: (1) a proposed amendment and restatement of the Certificate of Incorporation of said corporation, declaring said amendment and restatement to be advisable, and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions read in full as set forth in Exhibit A attached hereto and incorporated herein by reference.

**FOURTH:** That the Amended and Restated Certificate so adopted reads in full as set forth in Exhibit B attached hereto and incorporated herein by reference.

**FIFTH:** That said amendment and restatement was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 08/01/2000  
001390052 - 3112662

AUG-22-2000 09:40


CT Phoenix

P.03/12

7/22/00

IN WITNESS WHEREOF, said Integrated Information Systems, Inc. has caused this certificate to be signed by Jeffrey Frankel, its Secretary, this 22 day of July, 2000.

INTEGRATED INFORMATION SYSTEMS, INC.

By \_\_\_\_\_  
Jeffrey Frankel, Secretary

1041698

P.24

JUL-26-2000 14:31

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INTEGRATED INFORMATION SYSTEMS, INC.**

The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on November 15, 1999. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware.

**ARTICLE ONE**

The name of the Corporation is Integrated Information Systems, Inc.

**ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE THREE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR**

A. The Corporation is authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock"; the total number of shares of Common Stock that the Corporation shall have authority to issue is 100,000,000 and each of such shares shall have a par value of \$.001; and the total number of shares of Preferred Stock that the Corporation shall have the authority to issue is 5,000,000 and each of such shares shall have a par value of \$.001.

B. Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors of the Corporation, each of said series to be distinctly designated. The voting powers, preferences and relative, participating, optional, and other special rights, and the qualifications, limitations, or restrictions thereof, if any, of each such series may differ from those of any and all other series of Preferred Stock at any time outstanding, and the Board of Directors is hereby expressly granted authority to fix or alter, by resolution or resolutions, the designation,

number, voting powers, preferences, and relative, participating, optional, and other special rights, and the qualifications, limitations, and restrictions thereof, of each such series to the fullest extent permitted by law.

#### ARTICLE FIVE

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The limitation of liability provided herein shall continue after a director has ceased to occupy such position as to acts or omissions occurring during such director's term of terms of office.

#### ARTICLE SIX

A. The Corporation shall to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), indemnify and hold harmless any person who was or is a party, or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee") against expenses, liabilities and losses (including attorneys' fees, judgments, fines, excise taxes or penalties paid in connection with the Employee Retirement Income Security Act of 1974, as amended, and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that except as provided in this subparagraph with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding or part thereof was authorized by the board of directors of this Corporation.

B. The right to indemnification conferred in Subparagraph A of this Article shall include the right to be paid by the Corporation the expenses (including attorneys'

fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is not further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Subparagraph B or otherwise. The rights to indemnification and to the advancement of expenses conferred in this Article shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators.

C. If a claim under either Subparagraph A or B of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses under this section or otherwise shall be on the Corporation.

D. The rights to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, the Corporation's certificate of incorporation, as it may

be amended or restated from time-to-time, any agreement, vote of stockholders or disinterested directors, or otherwise. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

E. The Corporation shall have the power to purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law. The Corporation may also create a trust fund, grant a security interest and/or use other means (including, but not limited to letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing, to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

F. For purposes of this Article, references to the "Corporation" shall include any subsidiary of this Corporation from and after the acquisition thereof by this Corporation, so that any person who is a director, officer, employee or agent of such subsidiary after the acquisition thereof by this Corporation shall stand in the same position under the provisions of this section as such person would have had such person served in such position for this Corporation.

G. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

#### ARTICLE SEVEN

The Corporation expressly denies the application of the Arizona Corporate Takeover Laws, Arizona Revised Statutes §§ 10-2701 et seq., or any successor thereto.

#### ARTICLE EIGHT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law.

## ARTICLE NINE

The Board of Directors of the Corporation shall have the power to adopt, amend, and repeal any or all of the Bylaws of the Corporation.



# FILE COPY



## **CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC022868

Branch No. BR005815

The Registrar of Companies for England and Wales hereby certifies that  
**INTEGRATED INFORMATION SYSTEMS, INC.**

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 14th December 2000

A. F. FLETCHER

For The Registrar Of Companies



**C O M P A N I E S H O U S E**