

455281

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

JOHNSON CONTROLS WORLD SERVICES INC.

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|-----------------------|---------|
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**JOHNSON CONTROLS WORLD SERVICES INC.**

**Document Number 455281**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these articles of amendment:

- 1. **ARTICLE I - NAME** - The name of the corporation is changed to:  
**IAP World Services, Inc.**

- 2. **ARTICLE II - NATURE OF BUSINESS** - Article II is amended and restated in its entirety and replaced with the following:

**ARTICLE II - NATURE OF BUSINESS**

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

- 3. The following **ARTICLE X** is added to the Articles of Incorporation:

**ARTICLE X - LIMITATION OF LIABILITY**

To the fullest extent permitted under the Florida Business Corporation Act (the "FBCA") and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its stockholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or

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limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

4. The following ARTICLE XI is added to the Articles of Incorporation:

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators, assigns or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article XI shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XI.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article XI to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article XI shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article XI shall not adversely affect any right(s) to indemnification or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent 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, company, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article XI

5. The date of each amendment's adoption shall be March 30, 2005.

6. The amendments were approved by a written consent of the sole Stockholder, dated March 30, 2005. The number of votes cast for the amendments by the Stockholder were sufficient for approval.

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IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation  
has executed these Articles of Amendment.

By: *Alfred Neffgen*  
Name: Alfred Neffgen  
Title: President and Authorized Person