

**FIRST AMENDMENT
TO THE
AMENDED AND RESTATED BY-LAWS
OF
DOCUMENT SECURITY SYSTEMS, INC.**

At a special meeting of the Board of Directors of Document Security Systems, Inc. held on March 18, 2010, the following Amendment to the Company's By-Laws was unanimously approved:

Article II, Paragraph 2.1 of the Amended and Restate By-Laws of Document Security Systems, Inc. be amended to read as follows:

“2.1 Number: The number of the directors of the Corporation shall be three (3) and no more than seven (7), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than three (3), unless all of the outstanding shares are owned beneficially and of record by less than three (3) shareholders, in which event the number of directors shall not be less than the number of shareholders.”