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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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BASIC AMENDMENT

FISCHER INTERNATIONAL SYSTEMS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	15
Estimated Charge	\$43.75

*Amended & Restated
Articles*

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03/16/2001

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 2001

FISCHER INTERNATIONAL SYSTEMS CORPORATION
3584 MERCANTILE AVENUE
PO BOX 9107
NAPLES, FL 34104US

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

SUBJECT: FISCHER INTERNATIONAL SYSTEMS CORPORATION
REF: F83417

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000027514
Letter Number: 401A00016153

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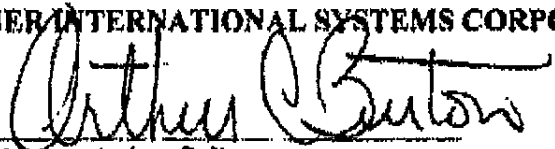
**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

FISCHER INTERNATIONAL SYSTEMS CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is FISCHER INTERNATIONAL SYSTEMS CORPORATION.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were adopted and approved on March 13, 2001 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of March 13, 2001, in the manner prescribed by Section 607.1004 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 15, 2001.

FISCHER INTERNATIONAL SYSTEMS CORPORATION

By: 

Name: Arthur C. Burton

Title: President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

**Original Articles of Incorporation
filed with the Florida Secretary of State
on June 1, 1982**

ARTICLE I

The name of the corporation is FISCHER INTERNATIONAL SYSTEMS CORPORATION (the "Corporation").

ARTICLE II

The purposes of the Corporation shall be to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The address of the principal office and the mailing address of the Corporation is 3584 Mercantile Avenue, PO Box 9107, Naples, FL 34104.

ARTICLE IV

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred twenty million (120,000,000), consisting of (i) eighty million (80,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) forty million (40,000,000) shares of "blank check" preferred stock, par value \$0.0001 per share (the "Preferred Stock").

ARTICLE V

Common Stock. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

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Upon any liquidation, dissolution or winding-up ("Liquidation") of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE VI

Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

- (i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (ii) the number of shares to constitute the class or series and the designations thereof;
- (iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends

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payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VII

1. Designation, Amount, Par Value, Stated Value, Rank and Certain Defined Terms of Series A Preferred Stock.

a. The shares of the Corporation's Series A Preferred Stock, \$0.0001 par value per share, shall be designated as the Series A Convertible Preferred Stock (the "Series A Preferred Stock"), and the number of shares so designated shall be 14,711,089, subject to adjustment for any stock splits, stock dividends, combinations, recapitalizations or similar transactions affecting the Series A Preferred Stock. Each share of Series A Preferred Stock, par value \$0.0001 per share, shall have a stated value of \$0.4976496 per share (the "Stated Value").

b. Certain terms used herein are defined in Section 10 hereof.

2. Dividends. The Series A Preferred Stock will be entitled to a non-cumulative dividend of 7% of the Stated Value prior to any dividend payable to both the Common and Series A Preferred Holders jointly as set forth in the next sentence, but only

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to the extent, if any, and when declared by the Board. Thereafter, the Series A Preferred Stock will be entitled to any dividends paid on Common Stock at the same rate as the Common Stock, payable as and if declared by the Corporation's Board, based on the number of whole shares of Common Stock into which the Series A Preferred Stock is convertible on the date any dividend is declared. No rights to any dividends shall otherwise accrue to Holders of the Series A Preferred Stock unless declared by the Board.

3. Liquidation.

a. Upon any Liquidation of the Corporation, the Holders of record of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation and before any distribution or payment is made upon the Common Stock, for each share of Series A Preferred Stock, an amount per share equal to Stated Value, plus any declared but unpaid dividends thereon. At the option of the holders of eighty percent (80%) of the Series A Preferred Stock, a consolidation or merger of the Corporation or a sale of all or substantially all of the Corporation's assets shall be deemed a liquidation or winding up for the purposes of this liquidation preference.

b. The Corporation shall mail written notice of any such Liquidation, not less than thirty (30) days prior to the payment date stated therein, to each holder.

4. Voting Rights.

a. General Voting Rights. Each Holder of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which the shares of Series A Preferred Stock owned by such Holder could then be converted, and with respect to such vote, such Holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the charter documents of the Corporation, and shall be entitled to vote, together as a class with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each Holder could be converted) shall be rounded to the nearest whole number.

b. Certain Limitations. The consent of the Holders of at least eighty percent (80%) of the Series A Preferred Stock, voting as a class, shall be required for :

(i) any action that adversely affects the rights, preferences or privileges given to the Series A Preferred Stock;

(ii) (a) one transaction or (b) a series of related transactions occurring within a six month time period which adversely affects the right granted to the Series A Preferred Stock holders to elect a member to the Board;

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(iii) repurchase or redemption of equity securities, or payment of dividends, or other distribution on equity securities (other than the Series A Preferred Stock);

(iv) sales, transfers or encumbrances of Siemens Intellectual Property or the work product under the OEM License other than licenses or sublicenses granted in the ordinary course of business or pursuant to the terms of the OEM License; and

(v) any amendment of the Corporation's Restated Articles or By-laws that adversely affects the Series A Preferred Stock.

5. Conversion.

a. Optional Conversion. Each share of Series A Preferred Stock shall be convertible, in whole or in part, at any time at the option of the Holder at any time, into a number of shares of Common Stock determined by multiplying by a fraction, the numerator of which is the Stated Value and the denominator of which is the "Conversion Price" per share. Initially, the Conversion Price shall be equal to the Stated Value and each share of Series A Preferred Stock shall be convertible into one share of Common Stock. The Conversion Price shall be adjusted as provided below. Any declared but unpaid dividends must be paid promptly upon conversion.

b. Automatic Conversion. Upon the completion of a QPO, the closing of a merger by the Corporation with or into another entity where the Corporation is not the surviving entity, a consolidation by the Corporation with or into another entity where the Corporation is not the surviving entity, or the sale of all of the shares or substantially all of the assets of the Corporation (collectively, a "Conversion Event"), all shares of Series A Preferred Stock then outstanding shall, by virtue of and simultaneously with such Conversion Event and without any action on the part of the Holders or the Corporation, be automatically converted into that number of fully paid and non-assessable shares of Common Stock into which such shares of Series A Preferred Stock would have been convertible in the event of an optional conversion at such time pursuant to Section 5(a) hereof.

c. Mechanics of Conversion. A Holder shall effect conversions by surrendering to the Corporation, or to the Corporation's transfer agent, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, together with a copy of the form of conversion notice attached hereto as Exhibit A (the "Conversion Notice"). Each Conversion Notice shall specify the Holder, the name or names in which the certificate or certificates for shares of Common Stock are to be issued, the number of shares of Series A Preferred Stock to be converted and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers such Conversion Notice by facsimile (the "Conversion Date"). If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that the Conversion Notice is deemed delivered pursuant to Section 9. The

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Corporation shall, within ten business days after the receipt of the Conversion Notice, cause to be delivered to the Holder, or to such Holder's nominee or nominees, (i) a certificate or certificates which shall be free of restrictive legends and trading restrictions (other than those required pursuant to applicable law) representing the number of shares of Common Stock being acquired upon the conversion of shares of Series A Preferred Stock and (ii) if the Holder is converting only a portion of the number of shares of Series A Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

6. Reservation of Shares. The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of issuance upon conversion of the Series A Preferred Stock and free from preemptive rights or any other actual contingent purchase rights of Persons other than the Holders of Series A Preferred Stock, not less than 100% of such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding shares of Series A Preferred Stock. The Corporation shall, from time to time in accordance with Florida law, take all steps necessary to increase the authorized amount of its Common Stock if at any time the authorized number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of the Series A Preferred Stock. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly authorized, validly issued, fully paid and nonassessable.

7. Adjustment of Conversion Ratio.

a. Certain Adjustment Events. If at any time the Corporation shall issue or sell any additional shares of Common Stock, other than Exempt Issuances and Reserved Employee Shares, in exchange for consideration in an amount per such additional shares of Common Stock less than the Series A Conversion Price at the time the additional shares are issued, then the Series A Conversion Price shall be reduced to a price determined by dividing (A) an amount equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue or sale multiplied by the then existing Conversion Price, plus (y) the consideration, if any, received by the Corporation upon such issue, by (B) the total number of shares of Common Stock outstanding immediately after such issue or sale. For the purpose of determining the consideration received by the Corporation upon any such issue pursuant to clause (y) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value determined in good faith by the Board of Directors.

If at any time that there are shares of Series A Preferred Stock outstanding, the Corporation shall (i) pay or make a stock dividend on its Common Stock in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock into a larger number of shares, (iii) issue by reclassification of shares of Common Stock any shares of

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Common Stock of the Corporation or distribute to holders of Common Stock evidence of its indebtedness or assets or rights, options, warrants or other securities entitling them to subscribe for or purchase, convert into, exchange for or otherwise acquire any security, then, the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible shall be adjusted accordingly.

b. Record Date. If the Corporation takes a record of the holders of Common Stock or the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, rights, options, warrants or other securities or (ii) to subscribe for or purchase Common Stock, rights, options, warrants or other securities, then, for the purposes of this Section 7, such record date will be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

c. Adjustment for Reclassification, Exchange and Substitution. If at any time after the Original Issue Date the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision of its Common Stock or dividend on its shares of Common Stock paid in shares of Common Stock, and other than a reorganization, merger or consolidation provided for elsewhere in this Section 7), in any such event each Holder of Series A Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable in connection with such recapitalization, reclassification or other change with respect to the maximum number of shares of Common Stock into which such shares of Series A Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustments as provided herein or with respect to such other securities or property by the terms thereof.

d. Reorganizations, Mergers or Consolidations. If at any time after the Original Issue Date the Common Stock is converted into other securities or property, whether pursuant to a reorganization, merger, consolidation or otherwise (other than a recapitalization, subdivision, reclassification, exchange or substitution of shares provided for elsewhere in this Section 7), as a part of such transaction, provision shall be made so that the Holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion thereof the number of shares of stock or other securities or property to which a holder of the maximum number of shares of Common Stock deliverable upon conversion would have been entitled in connection with such transaction, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 7 with respect to the rights of the Holders of Series A Preferred Stock after such transaction to the end that the provisions of this Section 7 (including adjustment of the Series A conversion ratio then in effect and the number of shares issuable upon conversion of the Series A Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable. The Corporation shall not be a party to any reorganization, merger or

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consolidation in which the Corporation is not the surviving entity unless the entity surviving such transaction assumes all of the Corporation's obligations hereunder.

c. Rounding. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100th of a share.

8. Definitions. For the purposes hereof, the following terms shall have the following meanings:

"Affiliate" means, with respect to any Person, (i) any other Person of which securities or other ownership interests representing more than fifty percent (50%) of the voting interests are, at the time such determination is being made, owned, Controlled or held, directly or indirectly, by such Person, or (ii) any other Person which, at the time such determination is being made, is Controlling, Controlled by or under common Control with, such Person. As used herein, "Control", whether used as a noun or verb, refers to the possession, directly or indirectly, of the power to direct, or cause the direction of, the management or policies of a Person, whether through the ownership of voting securities or otherwise.

"Common Stock" means the Corporation's common stock, \$.0001 par value per share, and stock of any other class into which such shares may hereafter have been reclassified or changed.

"Exempt Issuances" means: (i) shares issued or issuable upon conversion of shares of Series A Preferred Stock; (ii) shares issued or issuable upon exercise of outstanding stock options; (iii) the issuance of securities pursuant to the conversion or exercise of convertible or exercisable securities issued in compliance herewith; (iv) stock, options, warrants or other securities or rights issued to employees, consultants and directors of the Corporation (or any subsidiary of the Corporation) in connection with services rendered or to be rendered to the Corporation or such subsidiary pursuant to arrangements authorized by the Board; (v) shares issued or issuable to customers, suppliers, vendors, strategic partners, real estate landlords and equipment financiers or lenders on terms approved by the Board; (vi) the issuance of securities as consideration for a *bona fide* business acquisition of or by the Corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise approved by the Board and subject to the consent of the Investors to the extent provided in the Corporation's Amended and Restated Articles of Incorporation; (vii) shares issued or issuable after approval or agreement of the holders of at least two-thirds of the outstanding Series A Preferred Stock; (viii) shares issued or issuable as a dividend or distribution on the Series A Preferred Stock; (ix) or shares issued or issuable pursuant to provisions for stock dividends and for combinations or subdivisions of Common Stock.

"Holder" or "Holders" means the holder or holders of the Series A Preferred Stock.

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"Junior Securities" means all classes of Common Stock and each other class of capital stock or preferred stock of the Corporation that is not, expressly by its terms, made senior to or *pari passu* with the Series A Preferred Stock.

"Liquidation" means any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

"OEM License" means the OEM License executed by and between the Corporation and Siemens AG on March __, 2001.

"Original Issue Date" means the date of the first issuance of any shares of the Series A Preferred Stock, regardless of the number of transfers of any particular shares of Series A Preferred Stock and regardless of the number of certificates which may be issued to evidence such Series A Preferred Stock.

"Per Share Market Value" means on any particular date (i) the closing bid price per share of the Common Stock on such date on (a) the OTC Bulletin Board of the National Association of Securities Dealers, Inc. ("OTCBB"), as reported by the National Quotation Bureau Incorporated (or similar organization or agency succeeding to its function of reporting prices) or (b) on the National Market (which shall mean the NASDAQ National Market, the NASDAQ SmallCap Market, the New York Stock Exchange or the American Stock Exchange) on which the Common Stock is then listed or quoted, or, if there is no such price on such date, then the closing bid price on such exchange or quotation system on the date nearest preceding such date, or (ii) if the Common Stock is not then listed or quoted on the OTCBB or any National Market, the fair market value of a share of Common Stock shall be reasonably determined by the Board of Directors in good faith; provided, however, that all determinations of the Per Share Market Value shall be appropriately adjusted for any stock dividends, stock splits or other similar transactions during such period.

"Person" means a means an individual or a corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability Corporation, joint stock Corporation, government (or an agency or political subdivision thereof) or other entity of any kind.

"QPO" means a public offering of the shares of Common Stock pursuant to an effective registration statement on Form S-1 or other appropriate form (or such successor form as then in effect), underwritten by a nationally or regionally recognized investment bank (as determined by the Board of Directors in good faith) by the Corporation which raises gross proceeds to the Corporation of at least \$20,000,000.

"Reserved Employee Shares" means that number of shares of Common Stock reserved by the Corporation equal to 15% of outstanding capitalization, calculated on a fully-diluted basis, for issuance to employees, directors, officers and consultants of the Corporation.

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"Siemens Intellectual Property" means the intellectual property licensed to the Corporation by Siemens AG pursuant to the OEM License.

"Underlying Shares" means the shares of Common Stock into which the Series A Preferred Stock are convertible in accordance with the terms hereof.

9. Notices. Except as otherwise provided in the event of conversion of shares of Series A Preferred Stock, all notices or other communications required hereunder shall be in writing and shall be deemed to have been received (a) upon hand delivery (receipt acknowledged) or delivery by facsimile (with transmission confirmation report received and with additional mailing by express courier service made on the same day) at the address or number designated below (if received by 5:00 p.m. EST where such notice is to be received), or the first business day following such delivery (if received after 5:00 p.m. EST where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur; and shall be regarded as properly addressed if sent to (i) the Corporation, to Fischer International Systems Corporation, 3584 Mercantile Avenue, PO Box 9107, Naples, Florida 34104, facsimile no.: (940) 436-2555, Attention: John Wynkoop, VicePresident-Legal Affairs and (ii) if the Holders, at their respective addresses set forth in the books and records of the Corporation, or such other address as any of the above may have furnished to the other parties in writing by registered mail, return receipt requested.

10. Lost or Stolen Certificates. Upon receipt by the Corporation of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of any stock certificates representing the shares of Series A Preferred Stock, and, in the case of loss, theft or destruction, of any indemnification (and, if required by the Corporation, the posting of a bond) undertaken by the Holder to the Corporation in customary form and, in the case of mutilation, upon surrender and cancellation of such certificates representing the shares of Series A Preferred Stock the Corporation shall execute and deliver new preferred stock certificate(s) of like tenor and date; provided, however, the Corporation shall not be obligated to re-issue preferred stock certificates if the Holder contemporaneously requests the Corporation to convert such Series A Preferred Stock into Common Stock.

11. Specific Shall Not Limit General Construction. No specific provision contained herein shall limit or modify any more general provision contained herein. These provisions shall be deemed to be jointly drafted by the Corporation and all Holders and shall not be construed against any Person as the drafter hereof.

12. Failure or Indulgence Not Waiver. No failure or delay on the part of a Holder of Series A Preferred Stock in the exercise of any power, right or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such power, right or privilege preclude other or further exercise thereof or of any other right, power or privilege.

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13. Fractional Shares. Upon a conversion hereunder, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but may if otherwise permitted, make a cash payment in respect of any final fraction of a share based on the Per Share Market Value at such time. If the Corporation elects not, or is unable, to make such a cash payment, the Holder of a share of Series A Preferred Stock shall be entitled to receive, in lieu of the final fraction of a share, one whole share of Common Stock.

14. Payment of Tax Upon Issue of Transfer. The issuance of certificates for shares of the Common Stock upon conversion of the Series A Preferred Stock shall be made without charge to the Holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holders so converted, and the Corporation shall not be required to issue or deliver such certificates unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid or is not payable.

15. Shares Owned by Corporation Deemed Not Outstanding. In determining whether the Holders of the outstanding shares of Series A Preferred Stock have concurred in any direction, consent or waiver pursuant to these Restated Articles, shares of Series A Preferred Stock which are owned by the Corporation or any other obligor thereof shall be disregarded and deemed not to be outstanding for the purpose of any such determination; provided, that any Series A Preferred Stock owned by the Holders shall be deemed outstanding for purposes of making such a determination. Shares of the Series A Preferred Stock so owned which have been pledged in good faith may be regarded as outstanding if (i) the pledgee establishes to the satisfaction of the Holders and the Corporation the pledgee's right so to act with respect to such shares and (ii) the pledgee is not the Corporation or any other obligor of the Corporation.

16. Communications. The Holders of the Series A Preferred Stock shall be entitled to receive, and the Corporation shall deliver pursuant to Section 9 hereof, all communications sent by the Corporation to the holders of the Common Stock.

17. Reacquired Shares. Any shares of Series A Preferred Stock redeemed, purchased, converted or otherwise acquired by the Corporation in any manner whatsoever shall not be reissued as part of the Corporation's Series A Preferred Stock and shall be retired promptly after the acquisition thereof. All such shares shall become, upon their retirement (and the filing of any certificate required in connection therewith pursuant to the Florida Business Corporation Act), authorized but unissued shares of preferred stock of the Corporation.

18. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of the transfers of shares of Series A Preferred Stock.

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Upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation shall, at the request of the record Holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares as is requested by the Holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

ARTICLE VIII

The Corporation shall exist perpetually.

ARTICLE IX

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 51 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE X

The Board of Directors of the Corporation shall consist of at least five (5) and up to seven (7) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The Board of Directors shall be elected by the Holders of the Series A Preferred Stock and Common Stock voting together as a single class.

ARTICLE XI

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

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If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

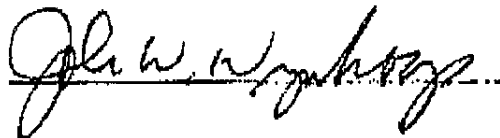
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

The street address of the Corporation's registered agent 3854 Mercantile Avenue, Naples, Florida 34104 and the name of its registered agent at such address is John W. Wynkoop.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation this 15 of March, 2001.



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