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BASIC AMENDMENT

NAVIANT, INC.

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Amended & Restated

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAVIANT, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, NAVIANT, INC., a Florida corporation (the "Corporation"), certifies that:

These Second Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the Common Stock and Preferred Stock of the Corporation, and the shareholders of the Corporation representing all of the shareholders of the Corporation approved such amendments by written consent dated March 29, 2002. The number of votes cast for the amendments was sufficient for approval by the holders of Common Stock and Preferred Stock of the Corporation. These Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a special Board of Directors' meeting held on March 29, 2002.

The text of the Corporation's Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of these Second Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is Naviant, Inc. The address of the principal office and the mailing address of the Corporation is 999 Yamato Road, Boca Raton, Florida 33431.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

Concurrently with the filing of these Second Amended and Restated Articles of Incorporation with the Florida Department of State, the shares of capital stock of the Corporation

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issued and outstanding immediately prior to such filing shall remain issued and outstanding without increase or decrease in amount.

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock. The Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common Stock, if at any time the number of shares of Common Stock remaining unissued and available for issuance upon conversion of the Preferred Stock shall not be sufficient to permit conversion of the Preferred Stock.

A. Classes of Stock. The Corporation is authorized to issue two (2) classes of stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is Twenty-Six Million Six Hundred Four Thousand (26,604,000) shares. Fifteen Million (15,000,000) shares shall be Common Stock, par value \$0.01 per share. Eleven Million Six Hundred Four Thousand (11,604,000) shares shall be Preferred Stock, par value \$0.01 per share, (i) Two Million Three Hundred Thousand (2,300,000) of which shall be designated "Series A Preferred Stock," (ii) Four Million Six Hundred and Fifty-Two Thousand (4,652,000) of which shall be designated "Series B Preferred Stock" and (iii) Four Million Six Hundred and Fifty-Two Thousand (4,652,000) of which shall be designated "Series B-I Preferred Stock."

B. Rights, Preferences and Restrictions of Series A Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV.B.

1. Dividends and Distributions. When and if the Corporation declares any dividends or distributions payable in securities of other persons or in securities of the Corporation (other than Common Stock), or evidences of indebtedness issued by the Corporation or other persons, assets or options or rights to purchase any such securities then, in each such case, the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such dividend or distribution as though the holders of the Series A Preferred Stock were the holders of the number of shares of Common Stock into which their respective shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock entitled to receive such dividend or distribution.

2. Liquidation Preference. Prior to any liquidation, dissolution or winding up of the Corporation, a determination of the liquidation value of the Corporation shall be made pursuant to Article IV.B.2.(e).

(a) In the event of any liquidation, dissolution or winding up of the Corporation with an effective liquidation value of less than One Hundred Million Dollars (\$100,000,000.00), as determined in accordance with this Article, the holders of Series A Preferred Stock shall, subject to and after payment to the holders of Series B Preferred Stock and Series B-I Preferred Stock of the amounts to which they are entitled pursuant to Article

IV.C.2.(a), be entitled to receive, prior and in preference to any distribution of any of the assets or funds of the Corporation to the holders of Common Stock, an amount for each share of Series A Preferred Stock equal to the sum of \$10.00 (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits or the like). If, upon the occurrence of a liquidation, dissolution or winding up, the assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to permit the payment to the holders of Series A Preferred Stock of the full aforementioned preferential amount, then the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation (subject to and after payment to the holders of Series B Preferred Stock and Series B-1 Preferred Stock of the amounts to which they are entitled pursuant to Article IV.C.2.(a)) shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive. Upon a liquidation, dissolution or winding up of the Corporation, and after payment to the holders of Preferred Stock of the amounts to which they are entitled pursuant to this Article IV.B.2.(a) and Article IV.C.2.(a), all assets and funds of the Corporation that remain legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock held by them or issuable upon the conversion of the Preferred Stock held by them and based on the total number of shares of Common Stock outstanding, on a fully diluted basis.

(b) In the event of any liquidation, dissolution or winding up of the Corporation with an effective liquidation value of One Hundred Million Dollars (\$100,000,000.00) or greater, as determined in accordance with this Article, the holders of Series A Preferred Stock shall, subject to and after payment to the holders of Series B Preferred Stock and Series B-1 Preferred Stock of the amounts to which they are entitled pursuant to Article IV.C.2.(a), be entitled to a proportionate share of the remaining assets and funds of the Corporation *pari passu* with the holders of Common Stock, Series B Preferred Stock and Series B-1 Preferred Stock, which assets and funds shall be distributed ratably among the holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock held by them or issuable upon the conversion of the Preferred Stock held by them and based on the total number of shares of Common Stock outstanding, on a fully diluted basis.

(c) For the purposes of this Article IV.B., unless otherwise determined by the vote of the holders of a majority of the issued and outstanding shares of Preferred Stock, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, and to include, (i) the Corporation's sale, conveyance or other disposition of all or substantially all of its assets, (ii) the acquisition of the Corporation by another entity by means of merger or consolidation resulting in the exchange of the outstanding shares of the Corporation for securities or consideration issued, or caused to be issued, by the acquiring entity or its subsidiary, unless the shareholders of the Corporation, including their respective affiliates (as such term is defined in Rule 501 of Regulation D of the Securities Act of 1933, as amended), immediately prior to the consummation of such transaction hold at least 50% of the voting power of the surviving corporation in such a transaction, (iii) the consummation by the Corporation of a transaction or series of related transactions, including the issuance or sale of voting securities, if the

shareholders of the Corporation immediately prior to such transaction (or, in the case of a series of transactions, the first of such transactions), including their respective affiliates, hold less than 50% of the voting power of the Corporation immediately after the consummation of such transaction (or, in the case of a series of transactions, the last of such transactions), or (iv) the Corporation's grant of an exclusive license of all or substantially all of the Corporation's intellectual property, whether in a single transaction or a series of related transactions.

(d) If any of the assets of the Corporation are to be distributed under this Article IV.B.2., or for any other purpose, in a form other than cash, the Board of Directors shall be empowered to, and promptly shall, determine in good faith the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Preferred Stock or Common Stock.

(e) For purposes of this Article IV.B.2., Article IV.C.2. and Article V.(b)(viii), the liquidation value of the Corporation shall be determined (i) in good faith by the action of not less than two-thirds (2/3) of the members of the Board of Directors, which valuation shall be subject to the approval of the holders of a majority of the Preferred Stock, voting as a single class, and the holders of a majority of the Common Stock (ii) by an independent and nationally recognized investment bank or other independent third party appraiser ("Valuation Firm") selected by not less than two-thirds (2/3) of the members of the Board of Directors. Any valuation so determined by the Board of Directors, or so performed and submitted by a Valuation Firm shall, for purposes of these Articles, be binding upon the holders of Preferred Stock and the holders of Common Stock. All costs and expenses incurred in connection with any valuation performed by a Valuation Firm shall be borne solely by the Corporation.

3. Redemption. The Series A Preferred Stock is not redeemable.

4. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such Series A Preferred Stock, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the applicable Series A Original Issue Price (as defined below) of such share of Series A Preferred Stock by the applicable Series A Conversion Price (as defined below) in effect on the date the certificate of Series A Preferred Stock is surrendered for conversion. The Series A Original Issue Price shall be \$10.00 (the "Series A Original Issue Price"). The Series A Conversion Price per share for shares of Series A Preferred Stock shall be the Series A Original Issue Price, subject to adjustment from time to time as set forth below (the "Series A Conversion Price").

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series A

Conversion Price upon (i) the closing of a firm commitment, underwritten initial public offering of shares of the Corporation's Common Stock in which the Corporation receives gross proceeds of not less than \$50,000,000 or (ii) the consent of holders of not less than two-thirds (2/3) of the then outstanding shares of Series A Preferred Stock, whether given at a meeting of the holders of the Series A Preferred Stock or by written consent in lieu thereof.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Series A Conversion Price of such Series A Preferred Stock. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. In the event of an automatic conversion pursuant to Article IV.B.4.(b) the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or the transfer agent for such Series A Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver to such address as the holder may direct, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to this Article IV.B.4., the shares so converted shall be canceled and shall not be reissued by the Corporation.

(e) Adjustments of Series A Conversion Price. The Series A Conversion Price shall be subject to adjustment from time to time as follows:

(i) Adjustments for Subdivisions or Combinations of Common Stock. In the event that the outstanding shares of Common Stock shall be sub-divided by stock split, stock dividend or otherwise into a greater number of shares of Common Stock, the Series A Conversion Price of Series A Preferred Stock then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event that the outstanding

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shares of Common Stock shall be combined or consolidated into a lesser number of shares of Common Stock, the Series A Conversion Price of Series A Preferred Stock then in effect, shall concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(ii) Adjustments for Reorganizations, Reclassifications or Similar Events. If the Common Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise, then each share of Series A Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such share of Series A Preferred Stock immediately prior to such reorganization, reclassification or other event shall have been entitled upon such reorganization, reclassification or other event. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this subsection B.4., the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock to which such adjustment pertains a certificate, signed by the Corporation's President or Chief Financial Officer, setting forth such adjustment or readjustment and showing in reasonable detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series A Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's Series A Preferred Stock.

(g) No Impairment. The Corporation shall not amend its Second Amended and Restated Articles of Incorporation or participate in any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, so as to avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under this Article IV.B.4. by the Corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against dilution or other impairment as provided in this Article IV.B.4.

(h) Notice of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights, (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a

change in the Common Stock, or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up, then, in connection with each such event, the Corporation shall send to the holders of Series A Preferred Stock: (1) at least twenty (20) days, prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and (2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days, prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(j) Notices. Any notice required by the provisions of this Article IV.B.4. to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Corporation. Such notice shall be deemed to have been given two (2) business days after such notice is mailed in accordance with the terms of this subsection (j).

C. Rights, Preferences and Restrictions of Series B Preferred Stock and Series B-1 Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series B Preferred Stock and the Series B-1 Preferred Stock are as set forth below in this Article IV.C.

1. Dividends and Distributions. When and if the Corporation declares any dividends or distributions payable in securities of other persons or in securities of the Corporation other than Common Stock, evidences of indebtedness issued by the Corporation or other persons, assets or options or rights to purchase any such securities or evidences of indebtedness then, in each such case, the holders of the Series B Preferred Stock and the Series B-1 Preferred Stock shall be entitled to a proportionate share of any such dividend or distribution as though the holders of the Series B Preferred Stock or the Series B-1 Preferred Stock, as applicable, were the holders of the number of shares of Common Stock into which their respective shares of Series B Preferred Stock or Series B-1 Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock entitled to receive such dividend or distribution.

2. Liquidation Preference. Prior to any liquidation, dissolution or winding up of the Corporation, a determination of the liquidation value of the Corporation shall be made pursuant to Article IV.B.2.(e).

(a) In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series B Preferred Stock and Series B-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or funds of the Corporation to the holders of Common Stock or to the holders of Series A Preferred Stock, an amount for each share of Series B Preferred Stock or Series B-1 Preferred Stock, as applicable, equal to the sum of \$6.48 (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits or the like). If, upon the occurrence of a liquidation, dissolution or winding up, the assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to permit the payment to the holders of Series B Preferred Stock and Series B-1 Preferred Stock of the full aforementioned preferential amount, then the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the holders of Series B Preferred Stock and Series B-1 Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive. Upon a liquidation, dissolution or winding up of the Corporation, and after payment to the holders of Preferred Stock of the amounts to which they are entitled pursuant to Article IV.B.2.(a) and this Article IV.C.2.(a), all assets and funds of the Corporation that remain legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the holders of Common Stock and Preferred Stock in proportion to the number of shares of Common Stock held by them or issuable upon the conversion of the Preferred Stock held by them and based on the total number of shares of Common Stock outstanding, on a fully diluted basis.

(b) For the purposes of this Article IV.C., unless otherwise determined by the vote of the holders of a majority of the issued and outstanding shares of Preferred Stock, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, and to include, (i) the Corporation's sale, conveyance or other disposition of all or substantially all of its assets, (ii) the acquisition of the Corporation by another entity by means of merger or consolidation resulting in the exchange of the outstanding shares of the Corporation for securities or consideration issued, or caused to be issued, by the acquiring entity or its subsidiary, unless the shareholders of the Corporation, including their respective affiliates, immediately prior to the consummation of such transaction hold at least 50% of the voting power of the surviving corporation in such a transaction, (iii) the consummation by the Corporation of a transaction or series of related transactions, including the issuance or sale of voting securities, if the shareholders of the Corporation immediately prior to such transaction (or, in the case of a series of transactions, the first of such transactions), including their respective affiliates, hold less than 50% of the voting power of the Corporation immediately after the consummation of such transaction (or, in the case of a series of transactions, the last of such transactions), or (iv) the Corporation's grant of an exclusive license of all or substantially all of the Corporation's intellectual property, whether in a single transaction or a series of related transactions.

(c) If any of the assets of the Corporation are to be distributed under this Article IV.C.2., or for any other purpose, in a form other than cash, the Board of Directors shall be empowered to, and promptly shall, determine in good faith the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon

receipt of such determination, give prompt written notice of the determination to each holder of shares of Preferred Stock or Common Stock.

3. Redemption. The Series B Preferred Stock and the Series B-1 Preferred Stock is not redeemable.

4. Conversion. The holders of the Series B Preferred Stock and the Series B-1 Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series B Preferred Stock and Series B-1 Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Series B Original Issue Price (as defined below) of such share of Series B Preferred Stock or Series B-1 Preferred Stock by the Series B Conversion Price (as defined below) applicable to such share in effect on the date the certificate of Series B Preferred Stock or Series B-1 Preferred Stock is surrendered for conversion. The Series B Original Issue Price shall be \$6.48 (the "Series B Original Issue Price"). The Series B Conversion Price per share for shares of Series B Preferred Stock and Series B-1 Preferred Stock shall be the Series B Original Issue Price, subject to adjustment from time to time as set forth below (the "Series B Conversion Price").

(b) Automatic Conversion. Each share of Series B Preferred Stock and Series B-1 Preferred Stock shall automatically be converted into shares of Common Stock at the Series B Conversion Price then in effect for such series upon (i) the closing of a firm commitment, underwritten initial public offering of shares of the Company's Common Stock, in which the Corporation receives gross proceeds of not less than \$50,000,000 or (ii) the consent of the holders of not less than two-thirds (2/3) of the then outstanding shares of Series B Preferred Stock and Series B-1 Preferred Stock, voting or acting together as a single class and not as separate series, whether given at a meeting of the holders of the Series B Preferred Stock and Series B-1 Preferred Stock or by written consent in lieu thereof.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock or Series B-1 Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the Series B Conversion Price then in effect for the applicable series. Before any holder of Series B Preferred Stock or Series B-1 Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Preferred Stock, and shall give written notice to the Corporation at its principal corporate office of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. In the event of an automatic conversion pursuant to Article IV.C.4.(b), the outstanding shares of Series B Preferred Stock and Series B-1 Preferred Stock shall be converted automatically without any further action by the holder of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or the transfer agent for such

Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver to such address as the holder may direct, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series B Preferred Stock or Series B-1 Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Status of Converted Stock. In the event any shares of Series B Preferred Stock or Series B-1 Preferred Stock shall be converted into shares of Common Stock pursuant to this Article IV.C.4., the shares so converted shall be canceled and shall not be reissued by the Corporation.

(e) Adjustments of Series B Conversion Price. The Series B Conversion Price of the Series B Preferred Stock and the Series B-1 Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Adjustments for Subdivisions or Combinations of Common Stock. In the event that the outstanding shares of Common Stock shall be sub-divided by stock split, stock dividend or otherwise into a greater number of shares of Common Stock, the Series B Conversion Price of Series B Preferred Stock and Series B-1 Preferred Stock then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event that the outstanding shares of Common Stock shall be combined or consolidated into a lesser number of shares of Common Stock, the Series B Conversion Price of Series B Preferred Stock and Series B-1 Preferred Stock then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(ii) Adjustments for Reorganizations, Reclassifications or Similar Events. If the Common Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise, then each share of Series B Preferred Stock and Series B-1 Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such share of Series B Preferred Stock or Series B-1 Preferred Stock, as applicable, immediately prior to such reorganization, reclassification or other event shall have been entitled upon such reorganization, reclassification or other event. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

(iii) Adjustments for Diluting Issues. In addition to the adjustment of the Series B Conversion Price provided above, the Series B Conversion Price of the Series B Preferred Stock (but not of the Series B-1 Preferred Stock) shall be subject to further adjustment from time to time as follows:

(A) Special Definitions.

(1) "*Options*" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (as defined below).

(2) "*Series B Original Issue Date*" shall mean March 28, 2002.

(3) "*Convertible Securities*" shall mean any securities convertible into or exchangeable for Common Stock, either directly or indirectly.

(4) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) by the Corporation after the Series B Original Issue Date, other than Convertible Securities or shares of Series B Preferred Stock or Common Stock issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued):

(I) upon conversion of shares of Preferred Stock or upon conversion of warrants outstanding on the Series B Original Issue Date;

(II) to officers, directors or employees of, or consultants to, the Corporation pursuant to stock option, stock grant, stock purchase or similar plans or arrangements, provided that such issuances and plans or arrangements are approved by the Board of Directors after the Series B Original Issue Date, or as commission compensation pursuant to any agreement approved by the Board of Directors after the Series B Original Issue Date;

(III) to equipment lessors or bank lenders, if approved by the Board of Directors after the Series B Original Issue Date;

(IV) in connection with the acquisition by the Corporation of another business;

(V) as a dividend or distribution on Preferred Stock; or

(VI) upon the occurrence of an event described in Article IV.C.4.(e)(i), provided that the Series B Conversion Price is adjusted as described therein.

(B) No Adjustment of Conversion Price. No adjustment in the Series B Conversion Price shall be made pursuant to Article IV.C.4.(e)(iii)(D) unless the consideration per share for an Additional Share of Common Stock issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) by the Corporation is less than the Series B Conversion Price in effect on the date of, and immediately prior to, such issue.

(C) Deemed Issue of Additional Shares of Common Stock. Except as otherwise provided in Article IV.C.4.(e)(iii)(A)(4) or Article IV.C.4.(e)(iii)(B), in the event the Corporation at any time or from time to time after the Series B Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of any holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which additional shares of Common Stock are deemed to be issued:

(1) no further adjustment in the Series B Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series B Conversion Price computed upon the original issue thereof or upon the occurrence of a record date with respect thereto, and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease (provided, however, that no such adjustment of the Series B Conversion Price shall affect Common Stock previously issued upon conversion of the Series B Preferred Stock);

(3) upon the expiration or termination of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Series B Conversion Price computed upon the original issue thereof or upon the occurrence of a record date with respect thereto, and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(i) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or

not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities, whether or not converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(11) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to Articles IV.C.4.(e)(iii)(C)(2) or (3) above shall have the effect of increasing the Series B Conversion Price to an amount which exceeds the Series B Conversion Price existing immediately prior to the original adjustment with respect to the issuance of such Options or Convertible Securities, as adjusted for any Additional Shares of Common Stock issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) between such original adjustment date and such readjustment date;

(5) in the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the Series B Conversion Price shall be made until the expiration or exercise of all such Options; and

(6) in the case of any Option or Convertible Security with respect to which the maximum number of shares of Common Stock issuable upon exercise or conversion or exchange thereof is not determinable, no adjustment to the Series B Conversion Price shall be made until such number becomes determinable.

(D) Adjustment of Series B Conversion Price Upon Issuance of Additional Shares of Common Stock.

(1) Subject to subsection (2) below, in the event that Additional Shares of Common Stock are issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) without consideration or for a consideration per share (computed on an as-converted to Common Stock basis) less than the Series B Conversion Price in effect on the date of, and immediately prior to, such issue (a "Dilutive Issue"), then and in such event, the Series B Conversion Price for the Series B Preferred Stock (but not for the Series B-1 Preferred Stock or any subsequent sub-series of Series B Preferred Stock issued pursuant to Article IV.C.4.(e)(iii)(D)(2)) shall be reduced, concurrently with such issue, to a price equal to the consideration per share received (or deemed to be received) for such Additional Shares of Common Stock.

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(2) Notwithstanding subsection (1) above, in the event of a Dilutive Issue with respect to which (I) a holder of shares of Series B Preferred Stock has been offered the opportunity to purchase a pro rata portion of such Dilutive Issue pursuant to the provisions of the Shareholders Agreement (as defined in Article VIII) or, in the absence of, or waiver by, such holder of a preemptive right under the Shareholders Agreement, the Corporation has granted such holder the right to purchase a pro rata portion of all or a limited percentage of such Dilutive Issue, and (II) each of the following events has occurred: (a) such Dilutive Issue has been approved by holders of a majority of the shares of Series B Preferred Stock then outstanding; (b) such holder (a "Non-Participating Holder") has declined to purchase such holder's full pro rata amount of such Dilutive Issue; and (c) holders of at least 50% of the then outstanding Series B Preferred Stock have purchased their full pro rata share of such Dilutive Issue, then all of such Non-Participating Holder's shares of Series B Preferred Stock shall automatically and without further action on the part of such holder, effective upon, subject to and concurrently with, the consummation of the Dilutive Issue, be converted into an equivalent number of shares of Series B-1 Preferred Stock, and the Series B Conversion Price for such newly issued shares of Series B-1 Preferred Stock shall be the Series B Conversion Price for the Series B Preferred Stock in effect immediately prior to such issuance, without any adjustment pursuant to Article IV.C.4.(e)(iii)(C) based upon the Dilutive Issue or any subsequent Dilutive Issue. Upon conversion pursuant to this subsection (2), the shares of Series B Preferred Stock so converted shall be canceled and not subject to reissuance. The provisions of this subsection (2) shall apply separately to each Dilutive Issue by the Company.

The holder of any shares of Series B Preferred Stock converted pursuant to this subsection (2) shall deliver to the Corporation during regular business hours at the office of the Corporation or any transfer agent of the Corporation for the Series B Preferred Stock, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares so converted, duly endorsed or assigned in blank or to the Corporation. Promptly thereafter, the Corporation shall issue and deliver to such holder, at the place designated by such holder, a certificate or certificates for the number of full shares of the Series B-1 Preferred Stock to be issued and such holder shall be deemed to have become a shareholder of record of Series B-1 Preferred Stock subject to and concurrently with the consummation of the applicable Dilutive Issue.

In the event that any shares of Series B-1 Preferred Stock are issued, concurrently with such issuance, the Corporation shall use its best efforts to take all such action as may, in the opinion of its counsel, be required, including amending these Second Amended and Restated Articles of Incorporation, (I) to cancel all authorized shares of Series B-1 Preferred Stock that remain unissued after such issuance, (II) to create and reserve for issuance upon mandatory conversion of any Series B Preferred Stock pursuant to this subsection (2) a new series of Preferred Stock equal in number to the number of shares of Series B-1 Preferred Stock so canceled and designated Series B-2 Preferred Stock, with the designations, powers, preferences and rights and the qualifications, limitations and restrictions identical to those then applicable to the Series B-1 Preferred Stock, except that the Series B Conversion Price for such shares of Series B-2 Preferred Stock once initially issued shall be the Series B Conversion Price in effect for the Series B Preferred Stock immediately prior to such issuance and (III) to amend the provisions of this subsection (2) to provide that any subsequent mandatory conversion pursuant

hereto will be into shares of Series B-2 Preferred Stock rather than Series B-1 Preferred Stock. The Corporation shall take the same actions with respect to the Series B-2 Preferred Stock and each subsequently authorized series of Preferred Stock upon initial issuance of shares of the last such series to be authorized. The right to receive any dividend declared but unpaid at the time of conversion on any shares of Preferred Stock converted pursuant to the provisions of this subsection (2) shall accrue to the benefit of the new shares of Preferred Stock issued upon conversion thereof. In the event that the Corporation authorizes any additional sub-series of Series B Preferred Stock (such as Series B-2 Preferred Stock, Series B-3 Preferred Stock, etc.), the designations, powers, preferences and rights and the qualifications, limitations and restrictions of such sub-series of Series B Preferred Stock shall be substantially similar to those applicable to the sub-series of Series B Preferred Stock that preceded such sub series (i.e., if created, Series B-3 Preferred Stock would have substantially similar designations, powers, preferences and rights and qualifications, limitations and restrictions to Series B-2 Preferred Stock), except that the Series B Conversion Price for such shares of such sub-series of Series B Preferred Stock shall be the Series B Conversion Price in effect for the Series B Preferred Stock immediately prior to such issuance.

(E) Determination of Consideration. For purposes of this Article, the consideration received by the Corporation for any Additional Shares of Common Stock issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(I) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, after deducting any commissions paid by the Corporation with respect to such issuance;

(II) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issuance, as determined in good faith by the Board of Directors; and

(III) if Additional Shares of Common Stock are issued (or, pursuant to Article IV.C.4.(e)(iii)(C), deemed to be issued) together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (I) and (II) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Article IV.C.4.(e)(iii)(C), relating to Options and Convertible Securities, shall be (i) the sum of the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or

exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, (ii) divided by the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series B Conversion Price applicable to any series of Preferred Stock pursuant to this Article, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred Stock or Series B-1 Preferred Stock to which such adjustment pertains a certificate, signed by the Corporation's President or Chief Financial Officer, setting forth such adjustment or readjustment and showing in reasonable detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred Stock or Series B-1 Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series B Conversion Price at the time in effect for the Series B Preferred Stock or Series B-1 Preferred Stock, as applicable, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's Series B Preferred Stock or Series B-1 Preferred Stock, as applicable.

(g) No Impairment. The Corporation shall not amend its Second Amended and Restated Articles of Incorporation or participate in any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, so as to avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under this Article by the Corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series B Preferred Stock and Series B-1 Preferred Stock against dilution or other impairment as provided herein.

(h) Notice of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights, (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock, or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up, then, in connection with each such event, the Corporation shall send to the holders of Series B Preferred Stock and Series B-1 Preferred Stock: (1) at least twenty (20) days, prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv)

above; and (2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days, prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series B Preferred Stock or Series B-1 Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(j) Notices. Any notice required by the provisions of this subsection to be given to the holders of shares of Series B Preferred Stock or Series B-1 Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Corporation.

D. Common Stock.

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this Corporation legally available therefor, such dividends and other distributions as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation shall be distributed to the holders of Common Stock as provided in Sections B and C of Article IV hereof.

3. Redemption. The Common Stock is not redeemable.

4. Voting. The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings).

ARTICLE V - VOTING RIGHTS AND PROTECTIVE PROVISIONS

(a) General. Except as otherwise required by law, each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock so held could be converted at the record date for determination of the shareholders entitled to vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as required by law or as otherwise set forth herein (including without limitation in Article V.(b)), all shares of all series of Preferred Stock and all shares of Common Stock shall vote together as a single class. Fractional votes by the holders of Preferred Stock shall not, however, be permitted, and any fractional voting rights shall (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) be rounded to the nearest whole number (with one-half being rounded upward).

(b) Approval by Preferred Stock. The Corporation shall not, without first obtaining the approval of the holders of not less than two-thirds (2/3) of the then-outstanding total number of shares of Preferred Stock, voting separately as a class:

(i) Amend, alter or repeal these Amended and Restated Articles of Incorporation if the effect would be to change the rights, preferences or powers of the holders of the Preferred Stock or would be detrimental or adverse in any manner with respect to the rights, preferences or powers of the holders of the Preferred Stock.

(ii) Create or authorize the creation, whether by reclassification, issuance or otherwise, of any additional class or series of shares of stock, or create or authorize, whether by reclassification, issuance or otherwise, any obligation or security convertible into shares of any additional class or series of stock, if such additional class or series would rank on parity with or senior to the Preferred Stock as to voting rights, dividend rights or liquidation preference, or issue or authorize the issuance of any shares of Series A Preferred Stock which are authorized but not issued as of the Series B Original Issue Date; provided that the authorization and creation of sub-series of Series B Preferred Stock in accordance with Article IV.C.4.(e)(iii)(D)(2) shall not be subject to the provisions of this subsection (ii);

(iii) Amend or change the rights, preferences or powers of the shares of Preferred Stock;

(iv) Undertake any material change in the Corporation's line of business;

(v) Create, incur or assume any long-term indebtedness in excess of \$500,000 at any given time;

(vi) Declare or pay any dividends (other than dividends payable solely in Common Stock) on the Common Stock;

(vii) Authorize (i) any sale, conveyance or other disposition of all or substantially all of the Corporation's assets or (ii) the consummation by the Corporation of a transaction or series of related transactions, including, without limitation, the issuance or sale of voting securities and any merger, consolidation or other corporate reorganization, if (A) the shareholders of the Corporation immediately prior to such transaction (or in the case of a series of transactions, the first of such transactions), including their respective affiliates, would hold less than 50% of the voting power of the Corporation immediately after the consummation of such transaction (or, in the case of a series of transactions, the last of such transactions) and (B) the transaction provides for an implied or actual valuation of the Corporation (as determined in accordance with Article IV.B.2.(e)) that is less than One Hundred Million Dollars (\$100,000,000.00);

(viii) Authorize any liquidation, dissolution or winding up of the Corporation with an effective liquidation value of less than One Hundred Million Dollars (\$100,000,000.00);

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(ix) Authorize the acquisition by the Corporation of any other entity or line of business, whether by merger, stock purchase, asset purchase or otherwise; or

(x) Authorize or issue, or obligate itself to issue, any equity security, including any other security convertible into or exercisable for any equity security, of the Corporation to any employee of the Corporation, other than up to 1,700,000 shares of Common Stock that may be reserved for issuance or otherwise issued under the Corporation's 2002 Stock Option/Stock Issuance Plan.

ARTICLE VI- BYLAWS

Except as otherwise provided in these Articles of Incorporation or the Shareholders Agreement (as defined in Article VIII), in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the bylaws of the Corporation.

ARTICLE VII - DIRECTORS

The Board of Directors of the Corporation shall be comprised of seven (7) directors. The number of directors may be increased or decreased from time to time in accordance with applicable law and as provided for in the bylaws of the Corporation and/or by separate written agreement among the Corporation and the shareholders of the Corporation, but shall never be less than one (1). Directors shall be appointed, elected and removed in accordance with applicable laws and as provided for in the bylaws of the Corporation and/or by separate written agreement among the Corporation and the shareholders of the Corporation. For so long as any shares of Series A Preferred Stock, Series B Preferred Stock and/or Series B-1 Preferred Stock are issued and outstanding, a quorum at any meeting of the Board of Directors shall exist for the transaction of business only if and to the extent a designee of the holders of Series A Preferred Stock, Series B Preferred Stock or Series B-1 Preferred Stock (a "Preferred Stock Designee") is present at such meeting; provided, however, that the quorum requirements of this Article shall be waived, and a quorum shall not require the presence and participation of a Preferred Stock Designee with respect to any properly noticed meeting, where the proposed meeting has been canceled or postponed on two previous occasions as a result of the failure to attend by the Preferred Stock Designee.

ARTICLE VIII - PREEMPTIVE RIGHTS

Pursuant to Section 607.0630 of the Florida Business Corporation Act, the shareholders of the Corporation shall have preemptive rights to acquire the Corporation's unissued shares in accordance with the terms set forth in the Amended and Restated Shareholders' Agreement dated March 28, 2002 among the Corporation and certain shareholders of the Corporation, as the same may be amended from time to time in accordance with its terms (the "Shareholders Agreement").

ARTICLE IX - WAIVER OF RIGHTS, PREFERENCES OR PRIVILEGES

Any right, preference or privilege of the Series A Preferred Stock may be waived by the approval of not less than a majority of the outstanding shares of Series A Preferred Stock, voting separately as a class, and any right, preference or privilege of the Series B Preferred Stock and the Series B-1 Preferred Stock may be waived by the approval of not less than a majority of the outstanding shares of Series B Preferred Stock and Series B-1 Preferred Stock, voting together as a single class and not as separate series, in each case on an as-converted to Common Stock basis, and any such waiver(s) shall be binding upon all holders of the applicable series of Preferred Stock.

ARTICLE X - INDEMNIFICATION

A. Indemnification.

1. The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by §607.0850(7) Fla. Stat. (1994), or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties, fines and taxes under the Employee Retirement Income Security Act of 1974, as amended) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director or an executive officer of the Corporation, or (ii) an officer or an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) 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 serving as a fiduciary of an employee benefit plan) and as to whom the Board has granted the right to indemnification provided hereby (each an "Indemnified Person"). For the purposes of this Article X, the following individuals shall be deemed to be executive officers of the Corporation: the Chief Executive Officer, the President, the Chief Operating Officer, the General Counsel and such other individuals that are appointed by the Board of Directors to serve as executive officers.

2. Notwithstanding the foregoing, except with respect to the indemnification specified in the third sentence of paragraph C of this Article, the Corporation shall indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by an Indemnified Person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within 60 days after receipt of notice thereof from the Indemnified Person.

B. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the Indemnified Person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such Indemnified Person (except a Proceeding authorized by the second sentence of paragraph C of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking.

The Board of Directors may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent the Indemnified Person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding. In the event that the Corporation's counsel is representing the Indemnified Person and subject to any limitations imposed by law or any insurance policy referred to in paragraph E of this Article, any Indemnified Person shall have the right to retain separate counsel and to have the fees and expenses of such counsel paid as incurred as provided herein in the event such person reasonably believes that there is an actual or potential conflict in interest between the Corporation and such person or in the event the Corporation or its insurer shall have failed to assume the defense and employ counsel acceptable to such person within a reasonable period of time after commencement of any action.

C. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by an Indemnified Person in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the

legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any by-law, statute, agreement, vote of shareholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer or employee and as to actions in another capacity while still a director, officer or employee, and shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who is an Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of officers, employees or agents of the Corporation and for such other indemnification of Indemnified Persons as it deems appropriate.

E. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who 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 serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

F. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Indemnified Person described in Article X.A. to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

* * *

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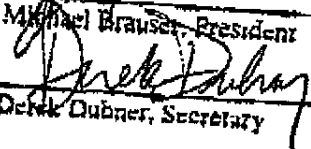
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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the Chief Executive Officer and the Secretary of the Corporation on this 29th day of March, 2002.



Michael Brauser, President



Derek Dubner, Secretary

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Naviant, Inc., desiring to amend and restate its Articles of Incorporation under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 29th day of March, 2002.



Registered Agent

**Brian Courtney
Asst. V. Pres.**