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Account Number : I20000000003  
Phone : (407) 644-2216  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**EXIGENT, INC.**

|                       |         |
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| Certificate of Status | 0       |
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Corporate Filing

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00 NOV 22 PM 1:44**ARTICLES OF INCORPORATION****OF****EXIGENT, INC.****ARTICLE I**

**Name and Mailing Address.** The name of this Corporation is EXIGENT, INC. The street address of the principal office and the mailing address of this Corporation is 11532 Willow Gardens Drive, Windermere, Florida 34786-6015.

**ARTICLE II**

**Business and Activities.** This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

A. **Classes of Stock.** This Corporation is authorized to issue two classes of shares to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of authorized shares of stock which the Corporation is authorized to issue is 24,000,000. The total number of shares of Common Stock this Corporation shall have authority to issue is 20,000,000. The total number of shares of Preferred Stock this Corporation shall have authority to issue is 4,000,000. The Common Stock shall have a par value of \$.001 per share and Preferred Stock shall have a par value of \$.001 per share .

B. **Common Stock.** Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

C. **Preferred Stock.** The Preferred Stock shall be divided into series. The first series shall consist of 500,000 shares and is designated "Series A Preferred Stock." The remaining shares of

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Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such powers, designations, preferences and relative, participating, optional or other rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series and as may be permitted by the Florida Business Corporations Act of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series other than the Series A Preferred Stock subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

D. Series A Preferred Stock. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

1. **Dividends.** Subject to the prior preferences and other rights of any senior stock, each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof as of the record date to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, cash dividends in such amounts and at such times as are then payable to a holder of the number of shares of Common Stock into which the share of Series A Preferred Stock is convertible immediately prior to the record date, and no dividends may be declared or paid upon Common Stock unless such dividends on Series A Preferred Stock are first paid or concurrently so declared and paid, as applicable.

Except as otherwise provided herein, no right shall accrue to holders of shares of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.

2. **Liquidation Preferences.**

(a) The holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, the amount of \$1.00 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared or accumulated but unpaid dividends on such share for each share of Series A Preferred Stock as of the date thereof ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation

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legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the shares of Series A Preferred Stock then held by them.

(b) After payment to the holders of the Series A Preferred Stock of the amounts set forth in subsection (a) above, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock and the Series A Preferred Stock in proportion to the shares of Common Stock then held by them and the shares of Common Stock which they then have the right to acquire upon conversion of the shares of Series A Preferred Stock then held by them.

(c) For purposes of this Section 2, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction) or (ii) a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Series A Preferred Stock to receive at the closing in cash or securities (valued as provided in (d) below) amounts as specified in subsection (a) above.

(d) Whenever the distribution provided for in this Section 2 shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors.

### **3. Voting Rights; Directors**

(a) The holder of each share of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

(b) The Board of Directors shall consist of five (5) members. The holders of Series A Preferred Stock, as a class, shall be entitled to designate two (2) members of the Board of Directors. The holders of the Common Stock, as a class, shall be entitled to designate two (2) members of the Board of Directors. The remaining one (1) member of the Board of Directors shall be elected by the majority vote of both the holders of the Series A Preferred Stock and the Common Stock, each voting as a separate class.

(c) In the case of any vacancy in the office of a director occurring among the directors elected by either the holders of the Series A Preferred Stock or Common Stock, the remaining director or directors so elected by the holders of the Series A Preferred Stock or Common Stock, as the case may be, may elect a successor or successors to hold the office for the unexpired

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term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of the Series A Preferred Stock or Common Stock or any director so elected as provided in the preceding sentence hereof, shall be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of a majority of the Series A Preferred Stock or Common Stock, as the case may be. If there is a vacancy of a director elected by both the Series A Preferred Stock and the Common Stock, the director to fill that vacancy shall be elected by the mutual consent of the directors: (i) representing the holders of the Series A Preferred Stock, and (ii) the directors representing the holders of the Common Stock each voting as a separate group of electors. Any director who shall have been elected by both the Series A Preferred Stock and the Common Stock or as provided in the preceding sentence hereof, may be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of both of the Series A Preferred Stock and the Common Stock, each voting as a separate class.

#### 4. Conversion Rights

(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 into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing \$1.00 by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The price at which shares of Common Stock shall be deliverable upon conversion of shares of the Series A Preferred Stock (the "Series A Conversion Price") shall initially be \$1.00 per share of Common Stock. Such initial Series A Conversion Price shall be adjusted as hereinafter provided. In the event that holders of 67% of the originally issued Series A Preferred Stock have submitted their shares for conversion, the Corporation may, at its option at anytime thereafter, require the remainder of the Series A Preferred Stock outstanding to be converted into Common Stock at the then applicable 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 the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended, or (b) the voter or consent of holders of at least 66.67% of the Series A Preferred Stock then outstanding.

(c) In the event that this Corporation at any time or from time to time after the issue date of the Series A Preferred Stock shall declare or pay any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately prior to such event shall,

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concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercises of such rights to acquire Common Stock.

(d) Adjustments for Reclassifications and Reorganizations. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or class of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in subsection (c) above or a merger or other reorganization referred to in Section 2(c) above), the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(e) Miscellaneous Provisions

(i) The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section D. and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(ii) 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 the Series A 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 the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

5. **Amendment.** Any term relating to the Series A Preferred Stock may be amended and the observance of any term relating to the Series A Preferred Stock may be waived

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(either generally or in a particular instance and either retroactively or prospectively) only with the vote or written consent of holders of at least 66.67% of all Series A Preferred Stock then outstanding and the Corporation. Any amendment or waiver so effected shall be binding upon the Corporation and all holders of Series A Preferred Stock.

#### 6. Restrictions and Limitations.

So long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent by the holders of at least 66.67% of the then outstanding shares of Series A Preferred Stock:

(a) Amend, alter or repeal the preferences, special rights or other powers of the Series A Preferred Stock, or otherwise amend the Corporation's Articles of Incorporation or Bylaws, so as to affect adversely the Series A Preferred Stock, or

(b) Authorize or issue, or obligate itself to issue, any other equity security senior to or on a parity with the Series A Preferred Stock as to dividend or redemption rights, liquidation preferences, conversion rights, voting rights or otherwise, or create any obligation or security convertible into or exchangeable for, or having any option rights to purchase, any such equity security which is senior to or on a parity with the Series A Preferred Stock, or

(c) Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Preferred Stock of the Corporation or the total numbers of such shares of Preferred Stock designated Series A Preferred Stock, or

(d) Pay any dividends on, or purchase, redeem or otherwise acquire, any of the Common Stock or Preferred Stock of the Corporation (provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock or Preferred Stock from directors, officers, consultants or employees of the Corporation or any subsidiary pursuant to agreements approved by the Corporation's Board of Directors under which the Corporation has the option to repurchase such shares upon the occurrence of certain events, such as the termination of employment or services), or

(e) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation, or any consolidation, merger, reorganization or sale of control involving the Corporation, or

(f) Effect any reclassification, recapitalization or other change with respect to any outstanding shares of stock which results in the issuance of shares of stock having any preference or priority as to dividend or redemption rights, liquidation preferences, conversion rights, voting rights or otherwise, superior to, or on a parity with, any such preference or priority of the Series A Preferred Stock, or

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(g) Increase or decrease the authorized size of the Corporations Board of Directors, or

(h) Adopt, amend, repeal or otherwise alter the Corporation's Articles of Incorporation or Bylaws; or

(h) Take any action which results in the entering into of any transaction or arrangement by the Corporation or any of its subsidiaries with any affiliate of the Corporation or any affiliate or family member of any shareholder.

7. **Exclusion of Other Rights.** Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Articles of Incorporation as may be amended from time to time..

8. **Headings of Subdivisions.** The headings of the various subsections hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

9. **Severability of Provisions.** If any right, preference or limitation of the Series A Preferred Stock set forth in these Articles of Incorporation (as may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in these Articles of Incorporation (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

10. **Status of Reacquired Shares.** Shares of Series A Preferred Stock which have been issued and converted or reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of Preferred Stock issuable in series undesignated as to series and may be redesignated and reissued.

#### ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

#### ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 1132 Symonds Avenue, Winter Park, FL 32789 and the name of the initial registered agent of this Corporation at that address is GARY M. BERKSON.



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#### ARTICLE VI

**Directors.** The Board of Directors shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor. The name and street address of each member of this Corporation's first Board of Directors are as follows:

| <u>Name</u>        | <u>Address</u>                                     |
|--------------------|----------------------------------------------------|
| Randolph H. Burton | 11532 Willow Gardens Drive<br>Windermere, FL 34786 |
| Yaw S. Obeng       | 272 Lyton Circle<br>Orlando, FL 32824              |
| Edward M. Yokley   | 1664 W. 157th Avenue<br>Pembroke Pines, FL 33027   |

Upon issuance of the Series A Preferred Stock, the Board of Directors shall be elected by the shareholders in accordance with Article III, Section 3 of these Articles of Incorporation.

#### ARTICLE VII

**Incorporator.** The name and street address of each incorporator to these Articles of Incorporation are as follows:

| <u>Name</u>     | <u>Address</u>                               |
|-----------------|----------------------------------------------|
| Gary M. Berkson | 1132 Symonds Avenue<br>Winter Park, FL 32789 |

#### ARTICLE VIII

**Amendment.** These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted (except as otherwise provided in these Articles of Incorporation, as may be amended from time to time), unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE IX

Indemnification. The Corporation shall indemnify each director, officer or agent of the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (provided, in the case of any future legislation or decision, only to the extent that it permits the Corporation broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its own expense, to protect itself and all officers and directors against fines, liabilities, costs and expenses, whether or not the Corporation would have the legal power to indemnify them directly against such liability.

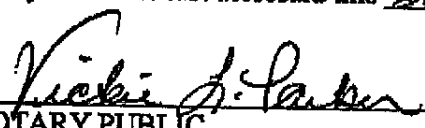
IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22<sup>d</sup> day of November, 2000

  
\_\_\_\_\_  
GARY M. BERKSON

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Gary M. Berkson, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>rd</sup> day of November, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC

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**CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT**

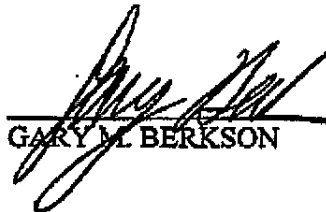
**EXIGENT, INC.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. EXIGENT, INC., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1132 Symonds Avenue, Florida 32789, has named Gary M. Berkson whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been designated as the Registered Agent and to accept service of process for EXIGENT, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.

  
\_\_\_\_\_  
GARY M. BERKSON

Dated: November 22 2000

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