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BASIC AMENDMENT

PSILOQUEST, INC.

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**ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PSILOQUEST, INC.**

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Second Amended and Restated Articles of Incorporation of psiloQuest, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on November 22, 2000:

1. The Corporation's Board of Directors have approved and proposed that the Corporation's shareholders adopt an amendment to the Second Amended and Restated Articles of Incorporation (as amended, the "Articles"), and the shareholders have approved and adopted said amendment at a meeting of the shareholders held on March 1, 2005. The number of votes cast therefor was sufficient for approval by the holders of the Corporation's capital stock voting as a single class, as well as by the holders of the Corporation's Series A Preferred Stock and Series B Preferred Stock, voting as separate classes. Therefore, Article III, Section C.5(b) is hereby deleted in its entirety and, in lieu thereof, there is substituted the following:

"(b) Automatic Conversion.

(i) Each share of Series A Preferred Stock and Series B Preferred Stock shall automatically be converted into shares of Common Stock at the then-effective Series A Conversion Price or Series B Conversion Price, respectively, upon the earlier, as to each Series, of (i) the date specified by vote or written consent of holders of a majority of the shares of Series A Preferred Stock then outstanding or sixty percent (60%) of the shares of Series B Preferred Stock then outstanding, as the case may be, or (ii) immediately upon 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 (the "Securities Act"), other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor thereto) or to an employee benefit plan of the Corporation, at a public offering price (prior to underwriters' discounts and expenses) equal to or exceeding \$10.00 per share of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such shares) and the aggregate proceeds to the Corporation and/or any selling stockholders (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) of which exceed \$15,000,000. Upon any conversion of the Series B Preferred Stock into shares of Common Stock pursuant to this Article III, Section C.5(b)(i) the Corporation shall immediately pay all Accruing Dividends and all declared but unpaid dividends on the Series B Preferred Stock. At the option of each holder of Series B Preferred Stock, Accruing Dividends may be paid by issuing additional shares of Series B Preferred Stock equal to the cash value of the dividends divided by the Original

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Purchase Price (as adjusted for any stock dividends, combinations or splits with respect to such shares).

(ii) The Corporation intends to execute a Note and Warrant Purchase Agreement on or about March 25, 2005 with the holders of its Series A Preferred Stock and its Series B Preferred Stock (the "Note Agreement"), pursuant to which it is intended that each such holder will loan certain funds to the Corporation as described therein (the "Advance Amount"). If, by March 25, 2005, a holder does not execute and deliver the Note Agreement to the Corporation agreeing to fund to the Corporation an amount not less than the Minimum Advance Amount (as defined in the Note Agreement) applicable to such holder, or thereafter provide the First Tranche (as defined in the Note Agreement) of its Advance Amount when due thereunder, then all of the Series A Preferred Stock and all of the Series B Preferred Stock owned by such holder shall, on the business day following the date on which the First Tranche was due, automatically be converted into shares of Common Stock at the then-effective Series A Conversion Price or Series B Conversion Price, respectively. Notwithstanding any provision in the Articles to the contrary, the Corporation shall not be required to pay any Accruing Dividends upon conversion of any Series B Preferred Stock into shares of Common Stock pursuant to this Article III, Section C.5(b)(ii) or otherwise pursuant to the Note Agreement. Any Accruing Dividends that have accrued, but that are unpaid, in respect of a holder's Series B Preferred Stock that was converted in accordance with this Article III, Section C.5(b)(iii) or the Note Agreement shall be payable at such time as the Corporation's Board of Directors determines, but in any event not later than the first to occur of the following: (A) Accruing Dividends are paid to other holders of Series B Preferred Stock in connection with the conversion of the outstanding Series B Preferred Stock under Article III, Section C.1(a) of these Articles, (B) the last of the then outstanding Series B Preferred Stock is converted or redeemed, and (C) the closing of a sale of the Corporation through a sale of the Corporation's outstanding stock, the sale of all or substantially all of the Corporation's assets, or a merger of the Corporation into, or a consolidation of the Corporation with, another entity as a result of which, immediately following such merger or consolidation, less than a majority of the then outstanding voting equity interests in the surviving entity are owned by persons and entities that were shareholders of the Corporation immediately preceding the merger or consolidation. Accruing Dividends shall, as of the effective date of conversion, cease to accrue on any shares of Series B Preferred Stock that are converted into Common Stock in accordance with this Article III, Section C.5(b)(iii) or otherwise pursuant to the Note Agreement."

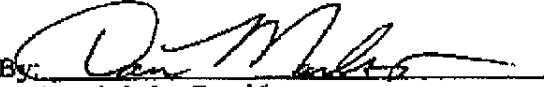
2. All other provisions of the Articles shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles was adopted and approved as of March 1, 2005, by the holders of the Corporation's (a) capital stock on an as-converted basis, voting as a single class, (b) Series A Preferred Stock, (c) Series B Preferred Stock, and (d) Series A and

Series B Preferred Stock voting as a single class, and the number of votes cast for such amendment in each case was sufficient for approval.

DATED this 22nd day of March, 2005.

PSILOQUEST, INC., a Florida corporation

By: 
Dan Marks, President