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**BASIC AMENDMENT**

**AUTOMATED MERCHANT SERVICE ACQUISITION CORP.**

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*Amendment*  
*05/17/04*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF AUTOMATED MERCHANT SERVICE ACQUISITION CORP.**

P03000083398

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its article of incorporation:*

**FIRST:** Amendment(s) adopted:

Article IV is amended to read in its entirety as follows:

**ARTICLE IV SHARES**

The corporation is authorized to issue two classes of stock to be designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock that the Corporation is authorized to issue is one hundred (100) shares. The total number of shares of Preferred Stock that the Corporation is authorized to issue is one thousand (1000) shares. The Corporation's Board of Directors may divide the Preferred Stock into two series designated as "Series A Preferred" and "Series B Preferred."

The relative rights, preferences, privileges and restrictions granted to or imposed on the Common and Preferred Stock are as follows:

1. Voting. Except as provided below, only the holders of the Common Stock are entitled to vote on any matter coming before the shareholders for a vote.
2. Dividends.
  - a. Series A Preferred. The Corporation shall pay the holders of the outstanding Series A Preferred, out of any funds legally available, cumulative dividends at the annual rate of 2% of the purchase price paid to the Corporation for such Series A Preferred ("Original Series A Purchase Price"), as adjusted (in the good faith determination of the Corporation's Board of Directors) for any consolidation, combination, stock distribution, stock dividend, stock split or similar event (any such event is called a "Recapitalization Event"). The Corporation shall pay such dividends in arrears on the 1<sup>st</sup> day of each month, whether or not declared by the Board of Directors. Such dividends shall accrue, but not compound, on each Series A Preferred share from the date such share is issued by the Corporation. The dividends on the Series A Preferred shall be cumulative (whether or not at any time there are net profits, surplus or other funds legally available for payment of dividends), so that if such dividends in respect of any previous or current dividend period, at the rate specified above, are not paid, such unpaid dividends shall accumulate in preference to the holders of the Series A Preferred until paid in full. The Series A Preferred shall not participate in any dividend payments on

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the Series B Preferred or on the Common Stock.

- b. Series B Preferred. The Corporation shall pay the holders of the outstanding Series B Preferred, out of any funds legally available, cumulative dividends at the annual rate of 10% of the purchase price paid to the Corporation for such Series B Preferred, as adjusted (in the good faith determination of the Corporation's Board of Directors) for any Recapitalization Event. The Corporation shall pay such dividends in arrears on the 1<sup>st</sup> day of each month, whether or not declared by the Board of Directors. Such dividends shall accrue, but not compound, on each Series B Preferred share from the date such share is issued by the Corporation. The dividends on the Series B Preferred shall be cumulative (whether or not at any time there are net profits, surplus or other funds legally available for payment of dividends), so that if such dividends in respect of any previous or current dividend period, at the rate specified above, is not paid, such unpaid dividends shall accumulate in preference to the holders of the Series B Preferred until paid in full. The Series B Preferred shall not participate in any dividend payments on the Series A Preferred or on the Common Stock.
- c. Common Stock. The Corporation shall not pay any dividends on the Common Stock unless all accrued dividends have been paid on the Preferred Stock.

3. Liquidation Preference.

- a. Preferences. If the Corporation liquidates, dissolves or winds up its business, whether voluntarily or involuntarily, the Corporation shall distribute its assets available for distribution to the shareholders in the following order:
- i. First, to the holders of the Series A Preferred and the Series B Preferred, pro rata, for any accrued, but unpaid dividends.
  - ii. Next, to the holders of the Series A Preferred in an amount equal to the Original Series A Purchase Price (as adjusted in the good faith determination of the Corporation's Board of Directors for Recapitalization Events).
  - iii. Then to all of the holders of the Series A Preferred and Common Stock, pro rata based on the number of shares owned.
- b. Insufficient Assets. If the assets and funds to be distributed is insufficient to permit the payment to the holders specified in either clause i or ii above of the full amount required, then the full amount of assets and funds of the Corporation legally available shall be distributed ratably among the holders first specified in clause i, and then among the holders specified in clause ii, in proportion to the amount each such holder is entitled to receive in accordance with such clause.
- c. Reorganization or Merger. Any (i) sale or other disposition by the Corporation of all or substantially all of its assets, or (ii) the occurrence of any transaction or

series of transactions (including any reorganization, merger or consolidation, but not including any public offering of the Corporation's securities) that results in the holders of the outstanding voting securities of the Corporation immediately prior to such transaction or series of transaction holding less than 50% of the voting securities of the surviving entity immediately after such transaction, shall be deemed a liquidation for purposes of this Section 3.

- d. Payments in Property. Whenever a distribution is payable in property other than cash, the dollar amount of such distribution shall be the fair market value of such property at the time of distribution as determined in good faith by the Board of Directors.
- e. Notice. The Corporation shall mail written notice of any liquidation, dissolution or winding up not less than 20 days prior to the payment date stated in such notice to each record holder of Series A Preferred and Common Stock. In addition, the Corporation shall mail written notice to each record holder of Series A Preferred of any impending transaction anticipated to result in a liquidation, dissolution or winding up not later than 20 days before the shareholders' meeting called to approve such transaction, and shall also notify such shareholders in writing of the final approval of such transaction.

4. Conversion. The holders of Series A Preferred have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. Each share of Series A Preferred shall be convertible, at the option of the holder, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series A Preferred, into 1 share of Common Stock, subject to adjustment (in the good faith determination of the Corporation's Board of Directors) for Recapitalization Events.
- b. Automatic Conversion. Each share of Series A Preferred shall automatically be converted into 1 share of Common Stock, subject to adjustment (in the good faith determination of the Corporation's Board of Directors) for Recapitalization Events:
  - i. On the affirmative vote or written consent of the holders of a majority of the shares of Series A Preferred outstanding.
  - ii. On the consummation of the Corporation's sale of its Common Stock in a firm commitment underwritten public offering resulting in gross proceeds (before underwriter discounts and commissions) to the Corporation of at least \$20,000,000 in the aggregate ("Public Offering").

5. Series B Preferred Put/Call Options.

- a. Options. At any time after August 7, 2004, the holders of the Series B Preferred may require the Corporation to repurchase, and the Corporation may require the

holders of the Series B Preferred to sell to the Corporation, all, or any portion of, their shares of Series B Preferred, at a price per share equal to \$100 plus the amount of any unpaid dividends accrued in respect of such shares, subject to adjustment (in the good faith determination of the Corporation's Board of Directors) for Recapitalization Events.

- b. Exercise and Closing. The options provided in this Section 5 may be exercised by written notice delivered to the holders of the Series B Preferred Stock or the Corporation, as applicable, and the closing shall take place on the date specified in such notice, which shall not be earlier than 30 days nor later than 90 days after the date of such notice unless the parties agree otherwise. The closing shall take place at the Corporation's headquarters unless the parties agree otherwise. The purchase price shall be paid in immediately available funds.
- c. Power of Attorney. Each holder of Series B Preferred Stock hereby designates the officers of the Corporation, or any one or more of them, as his/her true and lawful attorney-in-fact, to complete and execute the necessary redemption documents in such holder's name, place and stead, with the same effect as if such holder had done so personally, if the holder fails to perform his/her duties and obligations under this Section 5 when requested by the Corporation. Such power of attorney is coupled with an interest, is irrevocable and shall survive the death, disability or incapacity of any holder.

6. Protective Provisions.

- a. Series A Preferred. In addition to any other rights provided by law, so long as any Series A Preferred is outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Series A Preferred, voting separately as a class:
- i. Amend or change the rights, preferences or privileges of the Series A Preferred;
  - ii. Authorize, increase or issue shares of any class of stock having preferences superior to or on parity with the Series A Preferred;
  - iii. Reclassify any outstanding shares of the Corporation's capital stock into shares having preferences or priority as to dividends or assets senior to or on parity with the preferences of the Series A Preferred; or
  - iv. Sell all or substantially all of the Corporation's assets (whether by merger, consolidation or otherwise) as a result of which stockholders of the Corporation immediately prior to such transaction possess less than 50% of the voting power of the acquiring or surviving entity following such transaction.

- b. Series B Preferred. In addition to any other rights provided by law, so long as any Series B Preferred is outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Series B Preferred, voting separately as a class:
- i. Amend or change the rights, preferences or privileges of the Series B Preferred;
  - ii. Authorize, increase or issue shares of any class of stock having preferences superior to or on parity with the Series B Preferred; or
  - iii. Reclassify any outstanding shares of the Corporation's capital stock into shares having preferences or priority as to dividends or assets senior to or on parity with the preferences of the Series B Preferred.

**SECOND:** The date of this amendment's adoption is August 6, 2003.

**THIRD:** The amendment was approved by the unanimous written consent of the shareholders.

Signed as of August 6, 2003.

Signature:



Martin Blank, President

(Chairman, Vice Chairman, President or other officer)