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BASIC AMENDMENT
FLORIDA VISIONEERING, INC.

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Amend

FAX AUDIT NO.: H05000080051

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FLORIDA VISIONEERING, INC.
DESIGNATING THE TERMS, RIGHTS,
PREFERENCES, PRIVILEGES AND RESTRICTIONS
OF
SERIES A PREFERRED STOCK
(FLORIDA DOCUMENT I.D. #P04000071979)**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FLORIDA VISIONEERING, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"),

DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation (the "Board") by the Articles of Incorporation of said Corporation, and pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act (the "Act"), the Board has duly determined that:

The Corporation was incorporated on May 3, 2004. By resolutions duly adopted on May 3, 2004, the Board of Directors of the Corporation has approved an amendment ("Amendment") to the Corporation's Articles of Incorporation creating a series of the authorized Preferred Stock, \$0.01 par value (the "Series A Convertible Preferred Stock"), of the Corporation, and does hereby establish the number of shares to be included in such series, and does hereby fix the designation (the "Designation") designating the terms, rights, preferences, privileges and restrictions of the shares of such series and the qualifications, limitations and restrictions thereof. Pursuant to Sections 607.1003 and 607.1004 of the Act, the Amendment was approved by unanimous written consent of the holders of a all of the outstanding shares of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval of the Amendment by such voting group.

1. Designation and Amount. Twenty Thousand (20,000) shares of the Preferred Stock of the Corporation, par value \$.01 per share, shall constitute a class of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock").

2. Dividends.

(a) Each holder of Series A Preferred Stock shall be entitled to receive out of funds legally available therefor, cumulative dividends in an amount equal to 6.0% per share per annum of \$562.50 per share, when, and as declared by the Board of Directors of the Corporation (the "Board of Directors"). Each dividend on Series A Preferred Stock shall be payable to the holders of record of Series A Preferred Stock as they appear on the stock register of the Corporation on such record date as may be fixed by the Board of Directors. No dividend shall be paid on the Common Stock in any year until all accumulated dividends have been declared and paid on the Series A Preferred Stock, and no dividends on the Common Stock in excess of an amount equal to the preferred dividend described herein shall be paid

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unless the amount of such excess paid on the Common Stock is also paid on the Series A Preferred Stock on an as-converted to Common Stock basis.

(b) All dividends paid with respect to shares of Series A Preferred Stock pursuant to Subsection 2(a) above shall be paid pro rata to the holders of Series A Preferred Stock entitled thereto.

(c) No dividends shall be declared by the Board of Directors or paid or funds set apart for the payment of dividends or other distributions on any Series A Preferred Stock for any period, and no Series A Preferred Stock may be repurchased, redeemed or otherwise retired, nor may funds be set apart for such payment, unless all dividends in respect of all past periods have been paid or set apart for such payment on the Series A Preferred Stock on or prior to the date of payment of such dividends or distributions on, or such repurchase or redemption of such Series A Preferred Stock. In the event that such dividends are not paid in full or set apart for payment with respect to all outstanding shares of Series A Preferred Stock and funds available for payment of dividends shall be insufficient to permit payment in full to the holders of all such stock of the full preferential amounts to which they are then entitled, then the entire amount available for payment of dividends shall be distributed pro rata among all such holders of Series A Preferred Stock in proportion to the full amount to which they would otherwise be respectively entitled.

(d) If at any time dividends on all shares of Series A Preferred Stock then outstanding have not been paid, the amount of such unpaid dividends shall be paid before any sum shall be set aside for or applied by the Corporation to the purchase, redemption or other acquisition for value of any shares of Common Stock (either pursuant to any applicable sinking fund requirement or otherwise) or any dividend or other distribution shall be paid or declared and set apart for payment on any Common Stock; provided, however, that the foregoing shall not prohibit the Corporation from repurchasing shares of Common Stock from a holder who is, or was, a director or employee of the Corporation (or a subsidiary of the Corporation) or from a party to a shareholders' agreement to which the Corporation is a party.

(e) Dividends payable on Series A Preferred Stock for any period less than one year shall be computed on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in the period for which such dividends are payable.

3. **Liquidation Preference.**

(a) Unless waived by the holders of the Series A Preferred Stock, in the event of a Liquidation Event (as defined herein below), prior and in preference to any distribution of any of the assets or funds of the Corporation to the holders of Common Stock by reason of their ownership of such stock, the holders of Series A Preferred Stock shall be entitled to receive for each outstanding share of Series A Preferred Stock then held by them an amount equal to the greater of (1) \$562.50 per share in cash (or in the case of a deemed liquidation, in securities as valued as set forth herein) (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like) plus accumulated but unpaid dividends on such shares or (2) the amount the holders of Series A Preferred Stock would have received if the shares of Series A Preferred Stock were converted into shares of Common Stock immediately prior to the Liquidation Event. If, upon the occurrence of a Liquidation Event, the assets and funds of the Corporation legally available for distribution to stockholders by reason of their ownership of stock of the Corporation shall be insufficient to permit the payment to such holders of Series A Preferred Stock of their respective full preferential amounts, then the entire

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assets and funds of the Corporation legally available for distribution to stockholders by reason of their ownership of stock of the Corporation 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.

(b) Upon a Liquidation Event, and after payment to the holders of Series A Preferred Stock of the preferential amounts to which they are entitled pursuant hereto, all assets and funds of the Corporation that remain legally available for distribution to stockholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the holders of Common Stock and any series of preferred stock ranking junior to the Series A Preferred Stock.

(c) For the purposes of this Section 3, a 'Liquidation Event' means (i) the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; (ii) the consummation of any consolidation or merger of the Corporation with the result that the then existing stockholders of the Corporation hold less than 50% of the combined voting power of the then outstanding securities of the surviving entity ordinarily having the right to vote in the election of directors; or (iii) the consummation of a sale of all or substantially all of the assets or capital stock of the Corporation in one transaction or a series of related transactions.

(d) For purposes of this Section 3, the value of assets and/or proceeds available for distribution upon a liquidation, dissolution or winding up of the Corporation shall be determined as follows:

i. Insofar as it consists of cash, then the value shall be computed at the aggregate amount of cash held by the Corporation or payable to the stockholders at the time of the liquidation, dissolution or winding up, excluding amounts paid or payable for accrued interest or accrued dividends; and

ii. Insofar as it consists of securities, (A) if the securities are then traded on a national securities exchange or the Nasdaq National Market (or a similar national quotation system), then the value shall be computed based on the average closing sales price for such securities on such exchange or system for the ten (10) trading days immediately preceding the date of the liquidation, dissolution or winding up, (B) if the securities are actively traded over-the-counter, then the value shall be computed based on the average closing sales price for the ten (10) trading days immediately preceding the date of the liquidation, dissolution or winding-up, and (C) if there is no active public market for the securities, then the value shall be computed at the fair market value thereof at the time of the liquidation, dissolution or winding up, as determined in good faith by the Board of Directors; and

iii. Insofar as it consists of property other than cash or securities, then the value shall be computed at the fair market value thereof at the time of the liquidation, dissolution or winding up, as determined in good faith by the Board of Directors.

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

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(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 nonassessable shares of Common Stock as is determined by dividing \$562.50 by the Conversion Price (as defined herein) at the time in effect for a share of the Series A Preferred Stock. The initial "Conversion Price" per share of Series A Preferred Stock is \$562.50, which is subject to adjustment from time to time as provided below. Upon conversion of the Series A Preferred Stock, all accrued and unpaid dividends with respect to the Series A Preferred Stock up to and including the respective conversion date shall be paid in cash.

(b) **Automatic Conversion.** Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price of Series A Preferred Stock at the election of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock.

(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 Conversion Price of the Series A Preferred Stock. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Subsection 4(a), such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series A Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same, and 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. In the event of an automatic conversion pursuant to Subsection 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; and the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or the transfer agent for such Series A Preferred Stock as provided above, or the holder notifies the Corporation or the transfer agent for such Series A Preferred Stock that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. 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.

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

(e) **Adjustment of Conversion Price of Series A Preferred Stock.** The 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 the outstanding shares of Common Stock shall be subdivided by stock split, stock dividend or otherwise, into a greater number of shares of

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

ii. **Adjustments for Stock Dividends and Other Distributions.** In the event the Corporation makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, any distribution (excluding repurchases of securities by the Corporation not made on a pro rata basis) payable in property or in securities of the Corporation other than shares of Common Stock, and other than as otherwise adjusted for in this Section 4 or as provided for in this Section 4 in connection with a dividend, then and in each such event the holders of Series A Preferred Stock shall receive, at the time of such distribution, the amount of property or the number of securities of the Corporation that they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event.

iii. **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 shares of Series A Preferred Stock shall have been entitled upon such reorganization, reclassification or other event.

iv. **Notices.** Any notice required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock shall be deemed given when received if delivered via courier or sent by facsimile, or by 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.

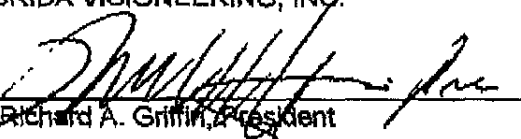
v. **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of 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 Series A Preferred Stock, then in addition to such other remedies as shall be available to the holder of such shares of 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 purposes.

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IN WITNESS WHEREOF, the undersigned Corporation has caused its duly authorized corporate officer to execute these Articles of Amendment, as of this 3d day of May, 2004.

FLORIDA VISIONEERING, INC.

By:


Richard A. Griffin, President