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*Amended and Restated Art*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SOS BRANDS, INC.**

(Adopted December 9, 2011)

**SOS BRANDS, INC.** (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify:

I. Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of SOS Brands, Inc. originally filed with the Secretary of State of the State of Florida on April 16, 2009 (the "Articles of Incorporation") are hereby amended and restated as set forth herein.

II. Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the following amendment and restatement of the Articles of Incorporation of SOS Brands, Inc. was duly authorized and adopted by unanimous written consent of the Board of Directors dated December 9, 2011, and by written consent of the shareholders of SOS Brands, Inc., in accordance with Section 607.0821 and 607.0704 of the Florida Business Corporation Act dated December 9, 2011. The number of votes cast by the shareholders was sufficient for approval.

III. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is **SOS BRANDS, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address is 1100 Satellite Blvd., Suwanee, Georgia 30024.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

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**ARTICLE IV**  
**CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Three Hundred Ten Thousand (310,000) shares, consisting of (i) Three Hundred Thousand (300,000) shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) Ten Thousand (10,000) shares of preferred stock, \$.001 par value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. **Common Stock.** Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. The holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. The liquidation rights of holders of shares of Common Stock are subject to the prior rights of holders of Preferred Stock as set forth in Section B.5 herein.

B. **Series A Convertible Preferred Stock.**

1. **Designation and Number of Shares.** Ten thousand (10,000) shares of preferred stock, par value \$.001 per share, are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series A Preferred Stock shall be as follows:

2. **Dividends.**

(a) The shares of Series A Preferred Stock shall not entitle the holders thereof to any dividends, except that, in the event that the Corporation shall at any time or from time to time declare or pay any dividend with respect to the shares of common stock, par value \$.001 per share (the "Common Stock"), of the Corporation, then the holders of Series A Preferred Stock shall be entitled to receive an equal per share dividend (calculated on an "as converted" basis based on the number of shares of Common Stock into which the Series A Preferred Stock is then convertible), which shall be paid to the holders of Series A Preferred Stock simultaneously with the payment of such dividend to other shareholders.

(b) In the event that the Corporation shall declare a distribution (other than any distribution described in Section 5(a)) payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights to purchase any such securities or evidences of indebtedness, then, in each case, the holders of Series A Preferred Stock shall be entitled to receive a proportionate share of any such distribution as though the holders of the Series A Preferred Stock were the holders of the number of shares of Common Stock of the Corporation into which the Series A Preferred Stock is then convertible.

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3. **Conversion Rights.** Each holder of Series A Preferred Stock ("Series A Holder") shall have the right to convert all or any part of its Series A Preferred Stock into Common Stock as follows:

(a) **Optional Conversion.** Subject to and upon compliance with the provisions of this Section 3, a Series A Holder shall have the right at such Series A Holder's option, at any time or from time to time, to convert any of its shares of Series A Preferred Stock into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a Series A Holder shall be entitled upon conversion shall be the product obtained by multiplying the Series A Conversion Rate (as defined in Section 3(b) below) then in effect by the number of shares of Series A Preferred Stock being converted.

(b) **Series A Conversion Rate.** The conversion rate in effect at any time for conversion of the Series A Preferred Stock (the "Series A Conversion Rate") shall be the quotient obtained by dividing: (i) the Original Issue Price (as hereinafter defined) of such shares of Series A Preferred Stock by (ii) the Series A Conversion Price (as hereinafter defined) in effect on the Conversion Date (as defined in Section 3(c) below) upon the terms hereinafter set forth. The "Original Issue Price" shall be an amount equal to \$1,000 per share of Series A Preferred Stock. The "Series A Conversion Price" shall initially be equal to \$65 per share of Series A Preferred Stock and shall be subject to adjustment pursuant to Section 4. All references to the Series A Conversion Price herein shall mean the Series A Conversion Price as so adjusted. The Series A Conversion Rate shall be adjusted in accordance with Section 4.

(c) **Mechanics of Conversion.** Before any Series A Holder shall be entitled to convert its shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates therefore, 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 number of shares of Series A Preferred Stock being converted, and the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such Series A Holder, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Conversion Date." All Common Stock which may be issued upon conversion of the Series A Preferred Stock will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof. Upon conversion of only a portion of the number of shares of Series A Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

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(d) Automatic Conversion. Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its shareholders, into fully paid and nonassessable shares of Common Stock at the Series A Conversion Price then in effect (i) upon the vote or written consent of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock or (ii) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation for an aggregate offering amount of not less than \$35 million.

4. Adjustment Provisions. The Series A Conversion Price in effect at any time shall be subject to adjustment from time to time upon the happening of certain events as follows:

(a) Consolidation, Merger or Sale. If any consolidation or merger of the Corporation with another person, or the sale, transfer or lease of all or substantially all of its assets to another Person shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section 4(a), whereby each Series A Holder shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable. The Corporation will not effect any such consolidation, merger, sale, transfer or lease unless prior to the consummation thereof the successor entity (if other than the Corporation) resulting from such consolidation or merger or the entity purchasing or leasing such assets shall assume by written instrument: (i) the obligation to deliver to the Series A Holders such securities or assets as, in accordance with the foregoing provisions, such Series A Holders may be entitled to receive; and (ii) all other obligations of the Corporation hereunder. The provisions of this Section 4(a) shall similarly apply to successive mergers, sales, transfers or leases. Notwithstanding anything contained herein to the contrary, the foregoing shall not apply with respect to any Deemed Liquidation of the Corporation (as defined in Section 5(d)) unless holders of a majority of the Series A Preferred Stock then outstanding so elect in accordance with the provisions of Section 5(d).

(b) Common Stock Dividends, Subdivisions, Combinations, etc. In case the Corporation shall hereafter: (i) declare a dividend or make a distribution, on its outstanding shares of capital stock (other than the Series A Preferred Stock) in shares of Common Stock or in securities, options or other rights directly or indirectly exchangeable, exercisable or convertible for or into Common Stock (collectively, "Derivative Securities"); (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares; or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Series A Conversion Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the price determined by multiplying the Series A Conversion Price by a fraction, the numerator of which shall be the total number of shares of Common Stock outstanding immediately prior to such action (assuming the full conversion or exercise for or into Common Stock of any Derivative Securities outstanding prior to any dividend or distribution of the type

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referenced in clause (i)), and the denominator of which shall be the total number of shares of Common Stock outstanding after giving effect to such action (assuming the full conversion or exercise for or into Common Stock of any Derivative Securities outstanding after giving effect to any dividend or distribution of the type referenced in clause (i)). Such adjustment shall be made successively whenever any event listed above shall occur. Notwithstanding the foregoing, in the event that any Derivative Securities that are issued in connection with a dividend or distribution of the type described in clause (i) expire prior to their exchange, exercise or conversion, in whole or in part, for or into Common Stock, the Series A Conversion Price shall be adjusted to equal the Series A Conversion Price that would have been obtained using the above formula had the unexercised or unconverted portion of such Derivative Securities never been issued or distributed.

(c) In-Kind Dividends. In case the Corporation shall hereafter declare an in-kind dividend or make an in-kind distribution on its outstanding shares of capital stock (other than the Series A Preferred Stock) in the form of an asset other than Derivative Securities, then provision shall be made whereby each Series A Holder shall thereafter have the right to receive, upon conversion into Common Stock of such Series A Holder's Series A Preferred Stock: (i) such securities or assets as would have been issued or distributed to such Series A Holder had such Series A Preferred Stock been converted into Common Stock immediately prior to such in-kind dividend or distribution, and (ii) all other cash or assets paid or issued as a dividend or distribution in respect of such asset between the date of such dividend or distribution and the Conversion Date of such Series A Preferred Stock. Such provision shall be made successively whenever any event listed above shall occur. The rights of the Series A Holders pursuant to this Section 4(c) shall be in addition to, and not in lieu of, their rights to receive Common Stock upon conversion of their Series A Preferred Stock pursuant to Section 3 and this Section 4.

(d) Adjustment for Reclassification, Exchange and Substitution. If the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), in any such event each holder of shares of Series A Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such Series A Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(e) Sale of Shares Below Applicable Series A Conversion Price.

(i) If at any time or from time to time after the Series A Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this subsection (f) to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), other than pursuant to a transaction described in Sections 4(a)-(d) above for which adjustment was made as provided in the applicable Section, in any event for an Effective Price (as hereinafter defined)

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less than the then-effective Series A Conversion Price, then and in each such case the then existing Series A Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale (or such deemed issuance or sale), to a price determined by multiplying the then Series A Conversion Price by a fraction (i) the numerator of which shall be (A) the number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issue or sale, plus (B) the number of shares of Common Stock which the aggregate consideration received (as defined in subsection (e)(ii)) by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series A Conversion Price, and (ii) the denominator of which shall be the number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issue or sale plus the total number of Additional Shares of Common Stock so issued.

For the purposes of this subsection, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding and (B) the number of shares of Common Stock issuable upon conversion of the then outstanding Series A Preferred Stock and all outstanding rights, warrants and options to purchase Common Stock or Convertible Securities (as defined below).

(ii) For the purpose of this Section 4, the "Effective Price" received by the Corporation for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors in accordance with reasonably sound financial practice, and (C) if Additional Shares of Common Stock, Convertible Securities or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(iii) For the purpose of this Section 4, if the Corporation issues or sells any rights or options for the purchase of, or stock or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "Convertible Securities") and if the Effective Price of such Additional Shares of Common Stock is less than the effective Series A Conversion Price, the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation upon the conversion thereof; provided that if in

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the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of anti-dilution or similar protective clauses, the Corporation shall be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of anti-dilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities subsequently is increased, the Effective Price shall be recalculated again using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No readjustment in respect of any rights, options or Convertible Securities pursuant to this Section 4(e) shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (i) the Series A Conversion Price for such series that was in effect on the original adjustment date or (ii) the Series A Conversion Price for such Series A Preferred Stock that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and the date of such readjustment for which no adjustment was made. No further adjustment of Series A Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series A Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series A Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation on the conversion of such Convertible Securities, provided that such readjustment shall not apply to prior conversions of Series A Preferred Stock.

(iv) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 4(e), whether or not subsequently reacquired or retired by the Corporation other than shares of Common Stock issued upon conversion of any Series A Preferred Stock.

(f) Notice of Adjustment. Whenever the Conversion Price is adjusted, as herein provided, the Corporation shall promptly cause a notice setting forth the adjusted Conversion Price and adjusted number of shares of Common Stock issuable upon exercise of each share of Series A Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the Series A Holders at their last addresses appearing in the Corporation's Share Register, and shall cause a certified copy thereof to be



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mailed to its transfer agent, if any. The Corporation may retain a firm of independent certified public accountants selected by the Board (who may be the regular accountants employed by the Corporation) to make any computation required by this Section 4, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

(g) Receipt of Securities Other than Common Stock. In the event that at any time, as a result of an adjustment made pursuant to Section 4(a) above, the Series A Holders thereafter shall become entitled to receive any shares of the Corporation, other than Common Stock, thereafter the number of such other shares so receivable upon conversion of the Series A Preferred Stock shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Common Stock contained in Sections 4(a) through 4(e), inclusive, above.

(h) Fractional Shares. No fractional share of Common Stock shall be issued upon conversion of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation, in lieu of issuing any fractional share, shall pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of conversion.

(i) Payment of Taxes. Other than taxes based upon income, the Corporation shall pay all taxes imposed by the State of Florida (or any other jurisdiction in which the Corporation is then located or conducting business) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of any shares of Series A Preferred Stock.

## 5. Liquidation.

(a) Liquidation Preference. Upon any liquidation, dissolution or winding-up (the "Liquidation") of the Corporation, whether voluntary or involuntary, the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive, immediately after any distributions required to be made to any creditor of the Corporation, and before and in preference to any distribution or payment to any other equity security of the Corporation ("Junior Securities"), an amount in cash with respect to each share of Series A Preferred Stock held by such holders, equal to the Original Issue Price. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series A Preferred Stock shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock, then the entire assets and funds of the Corporation legally available for distribution to such holders of the Series A Preferred Stock then outstanding shall be distributed ratably among such holders based upon the proportion the total amount distributable on each share upon liquidation bears to the aggregate amount available for distribution on all shares of the Series A Preferred Stock, if any.

(b) Remaining Liquidating Distributions. Upon the completion of the distributions required by paragraph (a) of this Section 5, if assets remain in the Corporation, they

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shall be distributed to holders of Series A Preferred Stock pro rata with holders of Junior Securities, based on the number of shares of Common Stock into which the Series A Preferred Stock is convertible.

(c) Assets other than Cash. If assets other than cash are to be distributed to any holders of shares of capital stock of the Corporation pursuant to this Section 5, the amount received by such holders upon receipt of those assets shall be deemed to be the fair market value of such assets as determined in good faith by the Board of Directors in accordance with sound financial price. If shares of stock or other securities are distributed to any holders of the Common Stock pursuant to this Section 5, the fair market value shall mean per share or unit of such security, at any date, the average of the daily market prices for the twenty (20) trading business days ending on the second trading day immediately preceding the date of distribution. The market price for each such business day shall be the last sales price on such day as reported on the consolidated transaction reporting system for the principal securities exchange on which the shares of stock or other securities being distributed pursuant to this Section 5 is then listed or admitted to trading (or, if applicable, the last sale price reported by the National Association of Securities Dealers Automated Quotation Service ("NASDAQ") National Market System), or, if no sale takes place on such day on any such exchange or no such sale is quoted on such system, the average of the closing bid and asked prices on such day as so reported, or, if such securities are not then listed or admitted to trading on any stock exchange, the market price for each such business day shall be the average of the reported closing bid and asked prices on such day in the over-the-counter market, as reported by NASDAQ. If no market prices are reported, then the market price shall be the fair market value as determined in good faith by the Board of Directors. If such securities are subject to an agreement or other restriction limiting their free marketability, the loss of that marketability shall be considered by the Board of Directors in making its determination of fair market value.

(d) Deemed Liquidations. A consolidation, merger or reorganization of the Corporation with or into any other corporation, partnership, association, or other entity in which the shareholders of the Corporation shall own less than fifty percent (50%) (calculated on an as converted basis, fully diluted) of the voting securities of the surviving corporation or any transaction or series of related transactions in which in excess of fifty percent (50%) of the Corporation's voting power is transferred or the sale, transfer or lease of all or substantially all of the assets of the Corporation shall be a deemed liquidation for the purposes hereof (each, a "Deemed Liquidation"). In the event of a Deemed Liquidation, the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive an amount in cash with respect to each share of Series A Preferred Stock held by such holders, equal to the Original Issue Price. Notwithstanding the foregoing, the holders of a majority of the then outstanding Series A Preferred Stock, voting as a single class, shall have the right to elect the benefits of the provisions of Section 3 in lieu of receiving payment in respect of a Deemed Liquidation pursuant to this Section 5 for such Series A Preferred Stock and such election, if made, shall be binding on all holders of Series A Preferred Stock. The provisions of this Section 5 shall not apply to any reorganization, merger or consolidation involving (1) only a change in the state of incorporation of the Corporation, (2) a merger of the Corporation with or into a wholly-owned Subsidiary that is incorporated in the United States of America, or (3) a merger of the Corporation with or into

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an entity, substantially all of the outstanding equity securities (or equity-linked securities) of which are owned by then current holders of the Series A Preferred Stock or their affiliates.

(e) Election to Convert. Notwithstanding anything contained herein to the contrary, a holder of shares of Series A Preferred Stock may elect to convert any or all of such shares of Series A Preferred Stock into Common Stock at any time prior to close of business of the Corporation on the date prior to the day on which any liquidation preference provided for in this Section 5 is to be paid. Any such conversion shall be at the Series A Conversion Rate then in effect and on the other terms and conditions set forth in Section 3.

6. Voting Rights.

(a) Except as expressly provided to the contrary herein or pursuant to applicable law, the Series A Holders shall be entitled to vote, together with the holders of Common Stock and other voting securities as a single class, on all matters as to which holders of Common Stock shall be entitled to vote, in the same manner and with the same effect as such Common Stock holders. In any such vote, each share of Series A Preferred Stock shall entitle the holder thereof to the number of votes per share that equals the number of whole shares of Common Stock into which each such share of Series A Preferred Stock is then, convertible. Such determination shall be made with (1) respect to a meeting of the shareholders of the Corporation on the record date fixed for meeting, or (2) with respect to a written consent of the shareholders of the Corporation, on the effective date of such written consent.

(b) Except as may required by law, so long as any share of the Series A Preferred Stock remains outstanding, the Corporation shall not take any of the actions set forth in this Section 6(b), without the approval of the holders of shares of Series A Preferred Stock constituting a majority of the voting power of the shares of Series A Preferred Stock then outstanding, voting as a separate class. Such action shall be in addition to, and not in place of, the consent for such actions otherwise required by law.

(i) Designate, authorize or create, any class or series of equity securities or equity-backed securities of the Corporation or any subsidiary of the Corporation ("Subsidiary"), including without limitation, capital stock (including any shares of treasury stock) or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity (collectively, "Equity Securities"), or issue or sell any Equity Securities at a price per share less than the Series A Conversion Price, determined as set forth in Section 4; provided, however, that the Corporation, at any time, may issue options exercisable for shares of Common Stock in connection with employee stock option plans and similar incentive plans approved by the Board of Directors with an exercise price at the time of the grant of the same of no less than the Series A Conversion Price;

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(ii) In any manner alter or change the designations, preferences, privileges or powers or relative, participating, optional or other special rights or qualifications, limitations or restrictions of the Series A Preferred Stock;

(iii) Increase or decrease the aggregate number of authorized shares of Common Stock or Preferred Stock;

(iv) Authorize or issue, or obligate itself to authorize or issue, by reclassification or otherwise, any share of capital stock senior to, or on parity with, the Series A Preferred Stock with respect to designations, preferences, privileges or powers or relative, participating, optional or other special rights or qualifications, limitations or restrictions;

(v) Redeem or obligate itself to redeem any of the Equity Securities of the Corporation or authorize or permit any Subsidiary to redeem any Equity Securities of such Subsidiary;

(vi) Effect or obligate itself to effect, any (A) merger, sale, lease, assignment, transfer or other conveyance of more than fifty percent (50%) of the assets of the Corporation, (B) consolidation or merger involving the Corporation, or (C) any dissolution, liquidation or winding up of the Corporation; or effect, authorize or permit any Subsidiary to take any such actions as applicable to such Subsidiary;

(vii) Effect an amendment or waiver of any provision of the Articles of Incorporation or the By-laws of the Corporation;

(viii) Increase the number of members to sit on the Board of Directors to more than five (5) members;

(ix) Declare or pay any dividends or make any distributions of any kind with respect to any outstanding Equity Securities of the Corporation;

(x) Cause, permit or authorize itself or any Subsidiary to borrow funds, obtain credit, guarantee or assume indebtedness, except for trade accounts or lines of credit in the ordinary course of the Corporation's business;

(xi) Create, authorize or permit any security interest in or any lien on the assets of the Corporation or any Subsidiary, except in the ordinary course of the Corporation's business;

(xii) Enter or obligate itself to enter into a lease, or incur a capital expense, in excess of \$20,000 annually, to the extent that such lease or expense is not part of a business plan or annual budget approved by the Board of Directors or authorize or permit a Subsidiary to take any of such actions as applicable to such Subsidiary;

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(xiii) Undertake any action that could reasonably be expected to cause the financial condition of the Corporation or any Subsidiary, taken individually and as a whole, to be materially adversely affected;

(xiv) Form or otherwise establish (or permit to be established) a direct or indirect Subsidiary of the Corporation;

(xv) Increase (or authorize or permit the increase) by more than five percent (5%) the salary or bonus paid to, or the expense account or the value of fringe benefits provided to, any stockholder, officer, director or management-level employee of the Corporation or any Subsidiary;

(xvi) Enter, obligate, permit or authorize itself or any Subsidiary to enter into any transaction or arrangement with any stockholder, officer, employee, director, or affiliate or family member thereof, of the Corporation or such subsidiary;

(xvii) Cause, permit or authorize a material change in the nature of the business or strategic direction of the Corporation or any Subsidiary; or

(xviii) Effect, obligate, authorize or permit itself or any Subsidiary any purchase of real estate.

7. **Reservation of Shares.** The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or securities) shall not be sufficient to affect the conversion of all then outstanding Series A Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or such other shares or securities) to such number of shares as shall be sufficient for such purpose.

8. **No Reissuance of Preferred Stock.** No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

9. **No Impairment of Rights.** The Corporation will not, without the approval, by vote or written consent, of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, with each share of Series A Preferred Stock to be entitled to one vote in each instance, by amendment of the Articles of Incorporation of the Corporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of

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securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Preferred Stock set forth herein.

**10. Miscellaneous.**

(a) The Series A Preferred Stock may not be redeemed by the Corporation or the Series A Holders at any time. There is no sinking fund with respect to the Series A Preferred Stock.

(b) The shares of the Series A Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth in the Articles of Incorporation of the Corporation, as amended from time to time.

(c) The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Darrell C. Smith  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the person who signed the original Articles as Incorporator are:

Darrell C. Smith  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other


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enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE VIII**  
**LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of December, 2011.

  
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Jeffrey Thompson, President