

Document Number Only
P93000049914

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

Restated
Articles
Intelligent Life Corporation

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| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: INTELLIGENT LIFE CORPORATION
Ref. Number: P93000049914

We have received your document for INTELLIGENT LIFE CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote separately on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 398A00059393

need date of adoption

Please back-date

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TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
INTELLIGENT LIFE CORPORATION**

Peter C. Morse hereby certifies that:

1. He is the Chairman of the board of directors of Intelligent Life Corporation, a Florida corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is Intelligent Life Corporation.

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is three million ten thousand (3,010,000) shares, of which two million nine hundred thousand (2,900,000) shares shall be Common Stock, \$.01 par value per share (the "Common Stock"), and one hundred ten thousand (110,000) shares shall be Preferred Stock, \$.01 par value per share (the "Preferred Stock").

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

2. Designation of Series

Ninety Thousand (90,000) shares of the Preferred Stock of the Company shall constitute a series of Preferred Stock designated as Series A Convertible Preferred Stock ("Series A Preferred"), the powers, preferences and relative and other special rights and qualifications, limitations and restrictions of which are fixed and determined herein. Twenty Thousand (20,000) shares of the Preferred Stock shall constitute a series of Preferred Stock designated as

Series B Convertible Preferred Stock ("Series B Preferred"), the powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of which are fixed and determined herein.

2. Dividend Rights

The holders of the Series A Preferred shall be entitled, when, and if declared by the Board of Directors of the corporation (the "Board of Directors"), to dividends of \$4.55 per share per year out of funds legally available therefor prior and in preference to payment, or the setting aside, of any dividend with respect to the Common Stock.

The holders of Series B Preferred shall be entitled, when, and if declared by the Board of Directors, to dividends of \$8.00 per share per year out of funds legally available thereafter prior and in preference to payment, or the setting aside, of any dividend with respect to Common Stock.

Dividends on Series A Preferred and Series B Preferred shall rank equally, and no dividend shall be declared or paid on any share of either Series unless a pro rata dividend is also declared and paid on the other Series.

After payment of such dividend to the holders of the Series A Preferred and Series B Preferred, the holders of Common Stock shall be entitled, when, and if declared by the Board of Directors, to dividends out of assets of the corporation legally available therefore. Neither the right to dividends on shares of the Series A Preferred or the Series B Preferred nor the right to dividends on shares of the Common Stock shall be cumulative, and no right shall accrue to the holders of Series A Preferred or the Series B Preferred or the Common Stock by reason of the fact that dividends on such shares are not declared or paid in any period.

3. Liquidation Rights

3.1 In the event of any liquidation, dissolution or winding up of the corporation (a "Liquidation"), whether voluntary or not, the holders of Series A Preferred shall be entitled to receive, subject to the priority rights of the holders of Series B Preferred but before any amount shall be paid to holders of Common Stock, an amount per share equal to \$65.00 for each outstanding share of Series A Preferred (as equitably adjusted for stock splits, combinations or similar events) (together with declared and unpaid dividends, the "Series A Liquidation Preference"). In addition, the holders of the Series A Preferred shall be entitled to receive all declared and unpaid dividends on the Series A Preferred, if any. If, upon a Liquidation the assets and surplus funds to be distributed among the holders of the Series A Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and surplus funds of the corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred. If, upon a Liquidation and the payment to the Series A Preferred holders of the full preferential amount, assets or surplus funds remain in the corporation, then all such remaining assets and surplus funds shall be distributed ratably among the holders of the Common Stock.

3.2 In the event of any Liquidation, whether voluntary or not, the holders of Series B Preferred shall be entitled to receive, before any amount shall be paid to holders of Series A Preferred or of Common Stock, an amount per share equal to \$113.80 for each outstanding share of Series B Preferred (as equitably adjusted for stock splits, combinations or similar events) (together with declared but unpaid dividends, the "Series B Liquidation Preference"). In addition, the holders of the Series B Preferred shall be entitled to receive all declared and unpaid dividends on the Series B Preferred, if any. If, upon a Liquidation the assets and surplus funds to be distributed among the holders of the Series B Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and surplus funds of the corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred. If, upon a Liquidation and the payment to the Series B Preferred holders of the full preferential amount, assets or surplus funds remain in the corporation, then all such remaining assets and surplus funds shall be distributed first to the holders of the Series A Preferred pursuant to Section 3.1 of this Article III and thereafter, ratably among the holders of the Common Stock.

3.3 For purposes of Sections 3.1 and 3.2, a Liquidation shall be deemed to be occasioned by, and to include, the corporation's sale of all or substantially all of its assets in one or a series of related transactions or the acquisition of this corporation by another entity by means of merger (other than a merger which solely effects a change of domicile) or consolidation, where, after such merger or consolidation, less than fifty percent (50%) of the surviving entity is held by persons who were shareholders of the corporation before the acquisition.

4. Redemption.

4.1 The holders of outstanding Series A Preferred and Series B Preferred representing 20% or more of the aggregate number of shares of Common Stock issuable upon the conversion of the Series A Preferred and Series B Preferred then outstanding (the "Requisite Percentage") may elect, at their option, to require the Series A Preferred and Series B Preferred held by such holders to be redeemed by the corporation, such election to be made on or after January 2, 2003 (each an "Optional Redemption"), provided that the maximum number of shares of Series A Preferred and Series B Preferred which the corporation shall be obligated to redeem pursuant to an Optional Redemption shall not exceed the aggregate of 35,729 shares prior to January 3, 2004 and 71,458 shares prior to January 3, 2005, and thereafter the corporation shall be obligated to redeem all of such shares outstanding as to which such right has been exercised.

In any such case, the holders of the Requisite Percentage of Series A Preferred and Series B Preferred shall give written notice (the "Redemption Notice") to the corporation of its or their intent to exercise the rights afforded by this Section 4.2(a), shall specify the number of shares of Series A Preferred and Series B Preferred to be redeemed from such holders and shall specify a date not less than ninety (90) nor more than one hundred twenty (120) days from the date of such notice on which the Series A Preferred and Series B Preferred shall be redeemed (the "Optional Redemption Date"). Upon receipt of such notice, the corporation shall promptly notify the remaining holders of the Series A Preferred and Series B Preferred of the Optional Redemption

Date. The remaining holders have the right to participate in such redemption if they so elect by giving the corporation written notice to such effect within twenty (20) days of having received such notice, setting forth the number of shares of Series A Preferred and Series B Preferred to be redeemed from such holders. Subject to the provisions above and in Section 4.2(b), the corporation shall redeem on the Optional Redemption Date all shares of Series A Preferred and Series B Preferred covered by such notices, in cash by wire transfer of immediately available funds, at a price equal to the greatest of (x) the Series A Liquidation Preference or Series B Liquidation Preference, as the case may be, applicable to such shares or (y) the Fair Market Value of such shares or (z) an amount per share of Series A Preferred or Series B Preferred, as the case may be, equal to ten (10) times the Net After Tax Earnings Per Share for the most recently completed fiscal year of the corporation (provided that if the request for an Optional Redemption is made in the last quarter of a fiscal year, then at the option a majority in interest of the holders of Series A Preferred and Series B Preferred participating in such Optional Redemption, the determination of the redemption price may be deferred until after the end of such fiscal year) times the number of shares of Common Stock issuable upon the conversion of one (1) share of Series A Preferred or Series B Preferred, as the case may be, at the Conversion Price then in effect.

As used herein:

“Fair Market Value” means the value attributable to each share of Series A Preferred or Series B Preferred, as the case may be, based on the fair market value of the corporation’s entire common equity, on a fully-diluted basis (as if all Preferred Stock had been converted to Common Stock and all Outstanding Options exercised), determined on a going concern basis as between a willing buyer and a willing seller and taking into account all relevant factors determinative of value without giving effect to any discount for any lack of liquidity, any lack of a public market for such security, any block discount or discount attributable to the size of any Person’s holdings of such security, any minority interest or any voting rights thereof or lack thereof, plus the aggregate amount of cash or property payable or to be surrendered to the corporation upon exercise or conversion of Options and Convertible Securities (including without limitation any liquidation preference of any common stock or preferred stock and the principal amount of any debt constituting Convertible Securities). The corporation and the holders of a majority in interest of the Series A Preferred and Series B Preferred subject to an Optional Redemption (the “Majority Holders”), will use reasonable efforts to determine such Fair Market Value, but if such parties are unable to agree on such Fair Market Value within thirty (30) days after delivery of the Redemption Notice, the corporation and the Majority Holders will jointly select a recognized national or regional investment banking firm (the “Selected Firm”) within 45 days of the delivery of the Redemption Notice. The Selected Firm will determine such Fair Market Value within 30 days from the date of selection, and such determination shall be final and binding on the parties. The corporation shall pay the fees and expenses of the Selected Firm; and

“Net After Tax Earnings Per Share” for any fiscal year shall mean the net earnings of the corporation for such fiscal year, as reported on the annual audited financial statements of the corporation for such year, adjusted for items of extraordinary gain or loss and for material items of non-recurring revenue or expense, divided by the number of shares of Common Stock

outstanding (on a fully diluted basis), assuming that all Options have been exercised and all Convertible Securities (including the Preferred Stock) have been converted.

(b) Allocation upon Oversubscription. In the event the corporation receives Redemption Notices from holders of Series A Preferred and Series B Preferred to participate in an Optional Redemption with respect to more shares than the corporation is obligated to redeem pursuant to Section 4.1, the corporation may reduce the number of shares of such Series covered by such Optional Redemption to the maximum number which it is obligated to redeem, which shall be allocated among the holders of such Series A Preferred and Series B Preferred pro rata on the basis of the outstanding Series A Preferred and Series B Preferred held by such holders prior to such notice of redemption. The Corporation shall give written notice to such holders of the number of shares of Series A Preferred and Series B Preferred to be redeemed from each of such holder.

(c) Inability of the Corporation to Complete Redemption. If the funds of the corporation legally available for redemption of shares of Series A Preferred or Series B Preferred on an Optional Redemption Date are insufficient, or if the corporation is unable, because of lack of available funds or financing, to redeem the total number of outstanding shares of Series A Preferred or Series B Preferred entitled to redemption, the corporation shall complete such redemption to the maximum extent feasible and the holders of shares of Series A Preferred and Series B Preferred entitled to redemption shall share ratably (on the basis of the number of Series A Preferred and Series B Preferred shares owned by such holders prior to such notice of redemption) in any funds available for redemption of such shares according to the respective amounts that would be payable with respect to the full number of shares owned by them if all such outstanding shares were redeemed in full. At any time thereafter when additional funds of the corporation are legally and otherwise available for the redemption of such shares of Series A Preferred and Series B Preferred, such funds will be used at the earliest permissible time, to redeem the balance of such shares, or such portion thereof for which funds are then legally available. The corporation shall be obligated to use its best efforts to take such actions as may be necessary (including, without limitation, the issuance of additional equity securities, the revaluation or recapitalization of the corporation or the merger or sale of assets) in order to permit the full redemption of the shares of Series A Preferred and Series B Preferred entitled to redemption.

(d) Failure to Redeem. If, for any reason, the corporation fails to redeem all shares of Series A Preferred and Series B Preferred entitled to redemption on an Optional Redemption Date (i) the unredeemed shares shall remain outstanding and shall continue to have all rights and preferences (including, without limitation, dividend and voting rights) provided for herein, (ii) interest shall accrue on the amount due upon such redemption owing and unpaid on the Optional Redemption Date until paid in full at a rate per annum equal to the "prime" rate of interest (as reported by the Wall Street Journal) plus 4% for a period of ninety (90) days following the Optional Redemption Date, and thereafter at a rate of 18% per annum, compounded annually, or such lower rate as equals the maximum rate permitted by law and (iii) the holders of such unredeemed shares shall have the ongoing right to be redeemed together with such rights and remedies as may be available under applicable law.

6.1.5 "Options" shall mean any rights, warrants or options to subscribe for or purchase Common Stock or Convertible Securities.

6.1.6 "Common Stock Equivalents" shall mean Convertible Securities and rights entitling the holder thereof to receive directly, or indirectly, shares of Common Stock or Common Stock Equivalents without the payment of any consideration by such holder for such shares of Common Stock or Common Stock Equivalents.

6.1.7 "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 5.5.2, deemed to be issued) by the corporation after the Original Issuance Date, other than shares of Common Stock issued or issuable:

(1) upon conversion of shares of the Series A Preferred or Series B Preferred;

(2) as a dividend or distribution on Preferred Stock or any event for which adjustment is made pursuant to subparagraph 6.3.1, 6.3.3, 6.3.4 or 6.3.5 hereof;

(3) to directors, officers and employees of, and consultants to, the corporation, up to a maximum of one hundred eighty thousand (180,000) shares (or such greater number as shall be approved by the holders of a majority of the outstanding Series A and Series B Preferred, voting together as a single class) after the Original Issuance Date of the Series A Preferred, pursuant to an employee stock option plan or any other arrangement approved by the Board of Directors;

(4) by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clause(s) (1), (2), (3) or this clause (4); or

(5) in connection with the acquisition by the Company of a controlling interest in another business, whether by using of merger, share exchange or other issuance or deemed issuance of shares of Common Stock.

6.2 Right to Convert; Initial Conversion Price.

Each holder of the Preferred Stock may, at any time, convert any or all of such Preferred Stock into fully-paid and nonassessable shares of Common Stock. Each share of Series A Preferred shall be convertible into the number of shares of Common Stock that results from dividing the Conversion Price for the Series A Preferred in effect at the time of conversion into \$65.00; the Conversion Price of the Series A Preferred Stock shall initially be \$6.50 per share of Common Stock (the "Initial Series A Conversion Price"). Each share of Series B Preferred shall be convertible into the number of shares of Common Stock that results from dividing the Conversion Price for the Series B Preferred in effect at the time of conversion into \$113.80; the Conversion Price of the Series B Preferred Stock shall initially be \$11.38 per share

(e) Notices. The Redemption Notice shall be sent, if by or on behalf of the corporation, to the holders of the Series A Preferred and Series B Preferred, as applicable, at their respective addresses as shall then appear on the records of the corporation, or if by any holder of Series A Preferred or Series B Preferred to the corporation at its principal executive office as set forth in the Purchase Agreement, by first class mail, postage prepaid, (i) notifying such recipient of the redemption, the date of such redemption, the number of shares of Preferred Stock to be redeemed, and the redemption price therefor and (ii) in the case of any notice by or on behalf of the corporation, stating the place or places at which the shares to be redeemed shall, upon presentation and surrender of such certificates representing such shares, be redeemed.

5. Voting Rights.

Except as otherwise required by law, or as otherwise herein provided, the holders of Preferred Stock and the holders of Common Stock shall be entitled to notice of any shareholders' meeting and to vote upon any matter submitted to the shareholders for a vote as follows: (i) the holders of Series A Preferred and Series B Preferred shall have one vote for each full share of Common Stock into which their respective shares of Series A Preferred and Series B Preferred are convertible on the record date for the vote, (ii) the holders of Common Stock shall have one vote for each of their shares of Common Stock, and (iii) the Series A Preferred, Series B Preferred and Common Stock shall vote together as a single class.

6. Conversion to Common Stock.

The Preferred Stock shall be convertible into Common Stock as follows:

6.1 Definitions. For purposes of this Section 6 the following definitions shall apply:

6.1.1 "Original Issuance Date" as to any Series A Preferred or Series B Preferred shall mean the first date on which the corporation issues any shares of Series A Preferred or Series B Preferred, as applicable.

6.1.2 "Conversion Price", as applicable to the Series A Preferred or Series B Preferred shall mean the price, determined pursuant to this Section 6, at which shares of Common Stock shall be deliverable upon conversion of the Series A Preferred or Series B Preferred, as the case may be.

6.1.3 "Current Conversion Price" shall mean the Conversion Price immediately before the occurrence of any event, that, pursuant to Section 6.3, causes an adjustment to the Conversion Price.

6.1.4 "Convertible Securities" shall mean any indebtedness or shares of stock convertible into or exchangeable for Common Stock, including the Series A Preferred and Series B Preferred.

Series A Preferred from that set forth herein. If the number of shares of Common Stock outstanding at any time after the Original Issuance Date of the Series B Preferred is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price of the Series A Preferred and Series B Preferred shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred be decreased in proportion to such decrease in the number of outstanding shares of Common Stock.

6.3.2 Other Dividends. In the event that the corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, any distribution payable in securities of the corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 6.3.2, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the corporation which they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 6.3.2 with respect to the rights of the holders of the Preferred Stock.

6.3.3 Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger, consolidation or a sale of assets transaction provided for elsewhere in these Articles of Restatement), provision shall be made so that the holders of Preferred Stock shall thereafter be entitled to receive upon conversion of shares of Preferred Stock the number of shares of stock or other securities or property of the corporation, to which a holder of the Common Stock deliverable upon conversion of shares of Preferred Stock immediately prior to such recapitalization would have been entitled upon such recapitalization. In any such case, appropriate adjustment shall be made upon the recapitalization, such that the application of this Section 6 (including, without limitation, adjustment of the Conversion Price) and the rights of the Preferred Stock holders hereunder after the recapitalization shall be as nearly equivalent to their application prior to the recapitalization as practicable.

6.3.4 Reorganization, Mergers, Consolidations, or Sales of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification, or exchange of shares provided for elsewhere in this Section 6) or a merger or consolidation of this corporation with or into another corporation, or the sale of all or substantially all of this corporation's properties and assets to any other person (other than a merger or consolidation or sale of assets deemed to be a Liquidation), then, as a part of such reorganization, merger, consolidation, or sale, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock held by them, the number of shares of stock or other securities or property of this corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of Common Stock deliverable upon conversion would have been entitled up on

of Common Stock (the "Initial Series B Conversion Price"). The Initial Conversion Price of each of the Series A Preferred and Series B Preferred shall be subject to adjustment from time to time in certain instances as hereinafter provided. No adjustments with respect to conversion shall be made on account of any dividends that may be declared but unpaid on shares of Preferred Stock surrendered for conversion. However, no dividends shall thereafter be paid on the Common Stock until such unpaid dividends have been paid to the holders of such converted Preferred Stock.

Before any holder of Preferred Stock shall be entitled to convert the same into Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, to the office of the corporation or any transfer agent for such Preferred Stock and shall give written notice to the corporation at such office that he elects to convert the same. The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to his nominee or nominees, certificates for the number of full shares of Common Stock to which he shall be entitled, together with cash in lieu of any fraction of a share as hereinafter provided, and, if less than all of the shares of Preferred Stock represented by such certificate are converted, a certificate representing the shares of Preferred Stock not converted. Such conversion shall be deemed to have been made as of the date of such surrender of the certificate for the Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on such date. If the conversion is in connection with an offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offer, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

6.3 Adjustments to Conversion Price. The applicable Conversion Price in effect from time to time for the Preferred Stock shall be subject to adjustment in certain cases as follows:

6.3.1 Stock Splits, Dividends, Distributions and Combinations. In the event the corporation should at any time or from time to time after the Original Issuance Date of the Series B Preferred fix a record date for the effecting of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents, then, following such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred and the Series B Preferred shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred and the Series B Preferred shall be increased in proportion to such increase in the number of outstanding shares of Common Stock (including for this purpose, Common Stock Equivalents) (it being recognized that the 10-for-1 Common Stock split effected by the corporation prior to the date of the filing of these Articles of Restatement shall not cause any adjustment to the Conversion Price of the

such capital reorganization, merger, consolidation, or sale. Appropriate adjustment shall be made upon such reorganization, merger, consolidation, or sale, such that the application of this Section 6 (including, without limitation, adjustment of the Conversion Price) and the rights of the Preferred Stock holders hereunder, after such reorganization, merger, consolidation, or sale shall be as nearly equivalent to their application prior to such reorganization, merger, consolidation, or sale as practicable.

6.3.5 Successive Changes. The above provisions of this Section 6 shall similarly apply to successive dividends or other distributions, subdivisions and combinations on or of the Common Stock after the applicable Original Issuance Date of the Series B Preferred.

6.3.6 No Impairment. The corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, 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 6 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 Series A Preferred against any impairment.

6.3.7 Miscellaneous Conversion Price Matters. The corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares of Common Stock deliverable upon conversion of all the then outstanding Preferred Stock and shall, at its own expense, take all such actions and obtain all such permits and orders as may be necessary to enable the corporation lawfully to issue such Common Stock upon the conversion of such Preferred Stock.

6.3.8 No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Preferred Stock and the holder thereof shall receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

6.3.9 Certificate as to Adjustments. Upon the occurrence of each adjustment of the Conversion Price of the Series A Preferred and Series B Preferred pursuant to this Section 6, the corporation, at its expense, shall compute such adjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred and Series B Preferred, as applicable, a certificate setting forth (i) such adjustment and showing in detail the facts upon which such adjustment is based; (ii) the Current Conversion Price applicable to such Series at the time in effect; and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of such Series of Preferred Stock.

6.4 Automatic Conversion. The Preferred Stock shall automatically be converted into Common Stock of the corporation in the following circumstances:

6.4.1 Series A Preferred - Public Offering or Election. Each share of Series A Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price upon (a) the effectiveness of the corporation's registration statement on Form S-1 pursuant to which Common Stock is sold to the public by the corporation (or selling shareholders, if any) in a public offering registered under the Securities Act of 1933, as amended, with a gross aggregate public offering price of at least \$15,000,000, or (b) upon the written election of holders of more than seventy five percent (75%) of the then outstanding shares of Common Stock issued or issuable upon conversion of the Series A Preferred.

6.4.2 Series B Preferred - Public Offering or Election. Each share of Series B Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price upon (a) the effectiveness of the corporation's registration statement on Form S-1 pursuant to which Common Stock is sold to the public by the corporation (or selling shareholders, if any) in a public offering registered under the Securities Act of 1933, as amended, with a gross aggregate public offering price of at least \$15,000,000, or (b) upon the written election of holders of more than fifty percent (50%) of the then outstanding shares of Common Stock issued or issuable upon conversion of the Series B Preferred.

6.4.3 Effects of Automatic Conversion. On and after the date of an automatic conversion pursuant to Section 6, notwithstanding that any certificates for the shares of Preferred Stock shall not have been surrendered for conversion, the shares of Preferred Stock evidenced thereby shall be deemed to be no longer outstanding, and all rights with respect thereto shall forthwith cease and terminate, except only the rights of the holder (a) to receive the shares of Common Stock to which he shall be entitled upon conversion thereof, (b) to receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled, and (c) to payment of any dividends declared but unpaid on Preferred Stock prior to such conversion date. In the event that any holder of Preferred Stock presents such holder's certificate therefor for surrender to the corporation or its transfer agent upon such conversion, a certificate for the number of shares of Common Stock into which the shares of Preferred Stock surrendered were convertible on such conversion date promptly will be issued and delivered to such holder.

6.5 Adjustments to Conversion Prices for Diluting Issues.

6.5.1 No Adjustment of Conversion Price. No adjustment to the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock or otherwise, unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the corporation is less than the Conversion Price in effect on the date of, and immediately prior to, the issue of such Additional Share of Common Stock.

6.5.2 Deemed Issuances of Additional Shares of Common Stock.

(A) Options and Convertible Securities. In the event the corporation at any time or from time to time after the Original Issuance Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class or Series of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in the case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued with respect to an adjustment of the Conversion Price unless the consideration per share (determined pursuant to subsection 6.5.4 hereof) of such Additional Shares of Common Stock would be less than the Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, then any adjustments to the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon shall, upon such expiration, be recomputed as if:

1. in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the

corporation for the issue of such exercised Options plus the consideration actually received by the corporation upon such exercise or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the corporation upon such conversion or exchange, and

2. in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the corporation for the issue of such exercised Options, plus the consideration deemed to have been received by the corporation (determined pursuant to subsection 6.5.4) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (i) the Conversion Prices on the original adjustment date, or (ii) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(5) in the case of any Options which expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Prices shall be made until the expiration or exercise of all such Options issued on the same date, whereupon such adjustment shall be made in the same manner provided in clause (3) above; and

(6) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Prices which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection 6.5.2 as of the actual date of their issuance.

(B) Stock Dividends, Stock Distributions and Subdivisions. In the event the corporation at any time or from time to time after the Original Issuance Date shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in Common Stock), then and in any such event, Additional Shares of Common Stock shall be deemed to have been issued:

(1) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of

holders of any class of securities entitled to receive such dividend or distribution,
or

(2) in the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such corporate action becomes effective.

If such record date shall have been fixed and such dividend shall not have been paid on the date fixed therefor, the adjustment previously made in the Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this subsection 6.5.2 as of the time of actual payment of such dividend.

6.5.3 Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event that the corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to subsection 6.5.2(A), but excluding Additional Shares of Common Stock issued pursuant to subsection 6.5.2(B), which event is addressed in subsection 6.3.1 hereof), without consideration or for a consideration per share less than then Current Conversion Price of the Series B or Series A or Series B Preferred, then and in such event, the Conversion Price of each affected Series shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the Conversion Price applicable to such Series, by a fraction, (x) the numerator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue, plus (2) the number of shares of Common Stock which the aggregate consideration received by the corporation for the total number of Additional Shares of Common Stock so issued would purchase at that Conversion Price for such Series, and (y) the denominator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to such issue plus (2) the number of such Additional Shares of Common Stock so issued. For purposes of this subsection 6.5.3, shares of Common Stock and Common Stock issuable upon exercise of Options and conversion of Convertible Securities shall be deemed to be outstanding. The Conversion Price of the Series A Preferred or Series B Preferred shall not be so reduced at such time if the amount of such reduction would be an amount less than \$0.01, but any such amount shall be carried forward and reduction with respect thereto made at the time of and together with any subsequent reduction which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.01 or more.

6.5.4 Determination of Consideration. For purposes of this subsection 6.5.4, the consideration received by the corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash and Property. Such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) authorize or issue shares of any class or series of stock having any preference or priority as to dividends or Liquidation superior to or on a parity with any such preference or priority of the Series A Preferred.

7.2 In addition to any other rights provided by law, so long as twenty-five percent (25%) of the shares of the Series B Preferred issued on the Original Issuance Date of the Series B Preferred shall be outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of the holders of more than fifty percent (50%) of the outstanding shares of the Common Stock issued or issuable upon conversion of the Series B Preferred voting together as a single class:

(A) amend or repeal any provision of, or add any provision to, the corporation's Articles of Incorporation or by-laws if such action would materially alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series B Preferred, or increase or decrease the number of the Series B Preferred authorized hereby; or

(B) authorize or issue shares of any class or series of stock having any preference or priority as to dividends or Liquidation superior to or on a parity with any such preference or priority of the Series B Preferred.

7.3 In addition to any other rights provided by law, so long as either twenty-five percent (25%) of the shares of the Series A Preferred issued on the Original Issuance Date of the Series A Preferred, or twenty-five percent (25%) of the shares of the Series B Preferred issued on the Original Issuance Date of the Series B Preferred shall be outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of the holders of more than eighty percent (80%) of the outstanding shares of the Common Stock issued or issuable upon conversion of the outstanding Series A Preferred and Series B Preferred voting together as a single class:

(A) merge or consolidate with or into any corporation if such merger or consolidation would result in the shareholders of this corporation immediately prior to such merger or consolidation holding less than a majority of the voting power of the stock of the surviving corporation immediately after such merger or consolidation; or

(B) sell all or substantially all of this corporation's assets in a single transaction or series of related transactions.

ARTICLE IV

1. Composition of Board of Directors. The Corporation's Board of Directors shall consist of no more than five (5) individuals, unless the holders of a majority of the outstanding Series B Preferred (voting separately) and the holders of a majority of the outstanding Common Stock (voting separately) shall otherwise consent. The holders of the Common Stock, voting as a

(2) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(3) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (1) and (2) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the corporation for Additional Shares of Common Stock deemed to have been issued pursuant to subsection 6.5.2(A), relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the corporation as consideration for the issue of such Options or Convertible Securities, plus the aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

7. Covenants.

7.1 In addition to any other rights provided by law, so long as twenty-five percent (25%) of the shares of the Series A Preferred issued on the Original Issuance Date of the Series A Preferred shall be outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of the holders of seventy five percent (75%) of the outstanding shares of the Common Stock issued or issuable upon conversion of the Series A Preferred voting together as a single class:

(A) amend or repeal any provision of, or add any provision to, the corporation's Articles of Incorporation or by-laws if such action would materially alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred, or increase or decrease the number of the Series A Preferred authorized hereby; or

separate group for such purpose, shall be entitled to elect two (2) directors (the "Common Stock Directors"). The holders of the Series A Preferred, voting as a separate class for such purpose, shall be entitled to elect two (2) directors (the "Series A Directors"), and the holders of the Series B Preferred, voting as a separate class for such purpose, shall be entitled to elect one (1) director (the "Series B Director").

2. Removal; Vacancies. Any director elected by the holders of the Common Stock or the Preferred Stock (or any Series thereof) may be removed by the vote or written consent of such holders, and any such vacancy occasioned by such removal or by the death, resignation or inability to serve of any such director, shall be filled by a vote or written consent of the holders of the Common Stock or the Series A or Series B Preferred, as the case may be. Any director so elected shall serve until his successor is duly elected and qualified, or his earlier death, resignation or removal.

3. Compensation Committee. Unless otherwise consented to by the holders of a majority of the outstanding Series B Preferred and a majority of the outstanding Series A Preferred, the Board of Directors shall elect a Compensation Committee of the Board of Directors consisting of no less than two (2) nor more than three (3) individuals, which shall include a Series A Director and a Series B Director. Such Compensation Committee shall approve recommendations to the Board of Directors as to:

(a) the terms of employment, including compensation, of all new senior management employees;

(b) any increases in the compensation or benefits of any senior management employee;

(c) the terms of, and allocations of awards to senior management employees under, any bonus, profit-sharing, stock options, stock bonus or stock purchase plans or similar incentive plan arrangements; and

(d) the award of any other incentive or bonus compensation to senior management employees.

4. Audit Committee. Unless otherwise consented to by the holders of a majority of the outstanding Series B Preferred and a majority of the outstanding Series A Preferred, the Board of Directors shall elect an Audit Committee of no less than two (2) members, which shall include a Series A and a Series B Director.

ARTICLE V

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

2. Indemnification of Corporate Agents. The corporation shall indemnify the directors and is authorized to indemnify the officers, employees and agents of the corporation and others acting for the corporation to the fullest extent permissible under Florida law.

3. Repeal or Modification. Any repeal or modification of this Article V or any provision hereof shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Harrison K. Chauncey, Jr. The mailing address of the corporation is 777 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401.


ARTICLE VII

The name and address of the corporation's incorporator is Harrison K. Chauncey, Jr., 777 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401."

The foregoing Articles of Restatement have been duly approved by the Board of Directors, and the required number of shareholders on November 24, 1998.

The foregoing Articles of Restatement have been duly approved by the required vote of shareholders in accordance with the Florida Business Corporations Act. The total number of outstanding shares of capital stock of the corporation (immediately prior to the filing of these Articles of Restatement) is eight hundred nineteen thousand five hundred forty-eight and one-half (819,548.5) shares of Common Stock and eighty-nine thousand six hundred twelve (89,612) shares of Series A Preferred Stock. All outstanding shares of Common Stock and Series A Preferred Stock shall, after the effective date of filing of these Articles of Restatement, become shares of Common Stock and Series A Preferred Stock having the terms and conditions and with the designations, preferences and rights provided for such shares of Common Stock and Series A Preferred Stock, respectively, under these Articles of Restatement. The number of shares voting in favor of the Articles of Restatement equaled or exceeded the vote required.

Executed at Palm Beach, Florida this 24th day of November, 1998.



Peter C. Morse, Chairman