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(((H95000000582))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33136- 301-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 841-3770

(((H95000000582))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SL ACQUIRING COMPANY
FAX AUDIT NUMBER: H95000000582 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/13/1995 TIME REQUESTED: 13:47:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, as set forth in Section B of this Article II, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any

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other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or if any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The Class B Non-Voting Common Stock shall not entitle the holders thereof to any rights to vote or voting power.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock, including the Class A Voting Common Stock and the Class B Non-Voting Common Stock, shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

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ARTICLE VII

Incorporator

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is One Miscayno Tower, Suite 3750, Two South Miscayno Blvd., Miami, Florida 33131.

ARTICLE VIII

Indemnification

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 13 day of January, 1995.

Thomas F. Morante
Thomas F. Morante, Incorporator

STATE OF FLORIDA }
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, ~~as, who produced the following identification~~ who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of January, 1995.

Mary Schaeffer
Notary Public

My Commission Expires:



OFFICIAL SEAL
MARY SCHAEFFER
My Commission Expires
Jan. 28, 1996
Comm. No. OC 174096

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, SL Acquiring Company has named Thomas F. Morante, located at Suite 3750, One Biscayne Tower, Two South Biscayne Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 13th day of January, 1995.

REGISTERED AGENT:

By: Thomas F. Morante
Thomas F. Morante

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-311-

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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DIVISION OF CORPORATIONS
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DOCUMENT TYPE: BASIC AMENDMENT

NAME: SL ACQUIRING COMPANY

FAX AUDIT NUMBER: H95000002144

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/23/1995

TIME REQUESTED: 10:05:38

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 14

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072450003255

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ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is eleven million (11,000,000) shares, consisting of (i) ten million (10,000,000) shares of common stock, par value \$0.01 per share of which five million (5,000,000) shares shall be voting and shall be designated "Class A Voting Common Stock," and five million (5,000,000) shares shall be non-voting and shall be designated "Class B Non-Voting Common Stock" (the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be referred to herein collectively as the "Common Stock") and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. Provisions Relating to the Preferred Stock.

1. General. In addition to the series provided for herein, the Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, as set forth in Section B of this Article III, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

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(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or if any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other

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class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Company shall file documents with the State of Florida as may be required by law.

3. Series 1 Convertible Preferred Stock. The shares of the first series of the Corporation's Series Preferred Stock, \$.01 par value, shall be designated "Series 1 Convertible Preferred Stock" and the number of authorized shares constituting such series shall be One Hundred Thousand (100,000) (hereinafter the "Series 1 Preferred Stock"). The number of authorized shares of Series 1 Preferred Stock may be increased or decreased as the Board of Directors may determine from time to time.

Subject to the preferences and other rights of any Senior Stock that the Board of Directors shall declare, and the "Warrant Stock Repurchase" under the "Warrant Agreement" as provided under subparagraph A.4 of this Article III, each issued and outstanding share of the Series 1 Preferred Stock shall entitle the holder of record thereof to receive, when and as declared by the Board of Directors, out of any funds legally available for the purpose, cumulative cash dividends in an amount of Ten Dollars (\$10.00) per share per year (a "Dividend Period") until either liquidation of the Corporation or redemption of the Series 1 Preferred Stock on the last business day of December in each such calendar year, as the Board of Directors shall deem advisable; provided that in the event any Warrants and/or Warrant Stock (as provided in the Warrant Agreement) shall be outstanding, no cumulative cash dividends shall be paid to the holders of the Series 1 Preferred Stock, provided, however that in such event, cumulative cash dividends shall cumulate and shall be payable subsequent to the Warrant Stock Repurchase as to all Warrants and Warrant Stock. The amount of dividend per share payable for any Dividend Period less than a full Dividend Period, shall be computed on the basis of a 360-day year of twelve 30-day months and the actual number of days elapsed in the period for which payable. Except as otherwise provided herein, dividends shall be payable when and as declared by the Board of Directors, out of funds legally available therefor, on January 31st of each year, commencing on the first of such dates to occur after the date of original issue of the Series 1 Preferred Stock. Each such dividend shall be paid to the holders of record of shares of the Series 1 Preferred Stock as they appear on the stock register of the Corporation on any record date, not exceeding 30 days preceding the payment date thereof, as shall be fixed by the Board of Directors. Dividends shall be cumulative, whether or not earned, and will accrue on each share of Series 1 Preferred Stock from the date of original issuance thereof.

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4. Preferential Status of Series 1 Preferred Stock. In no event, so long as any shares of the Series 1 Preferred Stock shall be outstanding, shall any dividend whatsoever in any calendar year, whether in cash, property or otherwise, be declared or paid, nor shall any distribution be made, on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Corporation, nor shall any moneys be paid or made available for sinking fund payment for the purchase or redemption of any Junior Stock, unless (i) all dividends, if any, to which the holders of Series 1 Preferred Stock shall have been entitled for such calendar year, shall have been paid or declared, and a sum sufficient for the payment thereof set part, and (ii) there shall exist at the time of such dividend, distribution, purchase, redemption or sinking fund payment, earned surplus legally available therefor without regard to the consolidated net income of the Corporation and the Subsidiaries, if any, for the then current calendar year; provided, however, that the Corporation shall be entitled to redeem and repurchase (the "Warrant Stock Repurchase"), the Warrants and/or Warrant Stock as provided in the Note and Warrant Purchase Agreement, the Warrant, and the Put Agreement all of which are dated February 24, 1995, by and among the Company and First New England Capital Limited Partnership, MorAmerica Capital Corp., Canasoo Funding, Inc., and Florida Capital Ventures, Ltd. (hereinafter the foregoing documents shall be referred to collectively as, the "Warrant Agreement").

5. Distribution Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Junior Stock other than in connection with the Warrant Stock Repurchase as provided in the Warrant Agreement, and further provided that there shall be no Warrants and/or Warrant Stock (as provided in the Warrant Agreement) outstanding at such time, the holders of the Series 1 Preferred Stock shall be entitled to be paid a liquidation distribution equal to the sum of: (i) the amount of \$100.00 per share of Series 1 Preferred Stock plus (ii) an amount of \$10.00 per share of Series 1 Preferred Stock for each complete calendar year that such share is outstanding (plus a prorated portion of such \$10.00 for each part of a calendar year where such share is outstanding for less than a full calendar year) (the "Purchase Price") ~~plus~~ (iii) all dividends actually paid with respect to such shares of Series 1 Preferred Stock from the date of original issuance thereof through the date of such liquidation or dissolution or such other winding up, and no more, in cash or in property (taken at its fair value as determined by the Board of Directors of the Corporation) or both at the election of the Board of Directors. If such payment shall have been made in full to the holders of any Parity Stock of all amounts to which such holders shall be entitled, the remaining assets and funds of the Corporation shall be distributed among the holders of Junior Stock, according to their respective shares.

If, upon any such liquidation, dissolution, or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Series 1 Preferred Stock and of any Parity Stock

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shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Corporation, remaining after the distributions to holders of any Senior Stock and the Warrants and/or the Warrant Stock issued upon exercise thereof, as provided in the Warrant Agreement of the full amounts to which they may be entitled, shall be distributed among the holders of the Series 1 Preferred Stock and of any Parity Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation or merger of the Corporation into or with another corporation or corporations, nor the sale of all or substantially all of the Corporation, or assets of, or substantially an an entirety, nor the distribution to the shareholders of the Corporation of all or substantially all of the consideration received for such sale (unless such consideration or the net proceeds thereof, apart from the assumption of liabilities, consists substantially or entirely of cash), shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Paragraph.

8. Redemption by the Corporation.

(a) General. The Series 1 Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation, by a vote of its Board of Directors, at a redemption price in an amount equal to: the Purchase Price provided in Paragraph 8 hereof less (b) all dividends actually paid with respect to such share from date of issuance thereof through the record date for determining shareholders entitled to such redemption distribution, without interest, and no more, in cash or in property (taken at its fair value as determined by the Board of Directors of the Corporation), or both (the "Redemption Price"), at the election of the Board of Directors; provided that, the Corporation shall only be entitled to redeem shares of Series 1 Preferred Stock in the event (i) the Warrants and/or the Warrant Stock issued upon exercise thereof, as provided in the Warrant Agreement shall have been repurchased in full in accordance with the Warrant Stock Repurchase; and (ii) the dollar amount based on the Purchase Price shall not exceed one-half (1/2) of the retained earnings of the Corporation, as calculated by the Corporation's accountants in accordance with generally accepted accounting principals (GAAP), available at the time of such redemption. If less than all of the outstanding shares of the Series 1 Preferred Stock are to be redeemed, the shares shall be redeemed pro rata subject to this Paragraph 8.

(b) Restrictions on Redemption. Notwithstanding these redemption provisions, if annual dividends have not been paid on the Series 1 Preferred Stock as provided in Paragraph 1 hereof, the Corporation may not: (i) redeem any shares of the Series 1 Preferred Stock, unless all outstanding shares of the Series 1 Preferred Stock are simultaneously redeemed; (ii) purchase any shares of the Series 1 Preferred Stock, except in accordance with a purchase offer made by the Corporation on the terms to all holders of records of the Series 1 Preferred Stock.

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(c) Time of Redemption. Shares of the Series 1 Preferred Stock may be redeemed at the option of the Corporation at any time or from time to time after the Issue Date.

(d) Notice of Redemption. Notice of every proposed redemption of Series 1 Preferred Stock shall be mailed by or on behalf of the Corporation, by first class registered or certified mail, postage prepaid, sent to the holders of record of the shares to be redeemed at their respective addresses, as they shall appear on the records of the Corporation, not less than ten (10) days or more than twenty (20) days prior to the date fixed for redemption, such notice to state the Redemption Price and the place at which, and the date on which, the shares called for redemption, upon presentation and surrender of the certificates of stock evidencing such shares, will be redeemed and the Redemption Price therefore paid, as well as the name and address of any Redemption Agent selected by the Corporation in accordance with Subparagraph (e) below.

(e) Agent for Redemption. The Corporation may appoint as its agent to redeem the Series 1 Preferred Stock to be called for redemption, a bank or trust company in good standing, organized under the laws of the United States of America or of the State of Florida, doing business in Palm Beach County, Florida, and having capital, surplus and undivided profits aggregating at least \$5,000,000 (the "Redemption Agent"). Following such appointment, the Corporation may deliver to the Redemption Agent irrevocable written instructions authorizing the Redemption Agent, on behalf and at the expense of the Corporation, to cause notice of redemption to be duly mailed as herein provided as soon as practicable after the receipt of such irrevocable instructions, and in accordance with the above provisions. If the Redemption Agent shall be so appointed, all funds necessary for the redemption shall be deposited with the Redemption Agent in trust not less than two (2) business days before the date fixed for redemption, for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor.

(f) Status of Shares Called for Redemption. If notice of redemption shall have been given as hereinbefore provided, then each holder of the shares of Series 1 Preferred Stock called for redemption shall be entitled to all preferences and relative and other rights accorded herein, until the close of business on the last business day prior to the date fixed for redemption. From and after the date fixed for redemption, the shares of Series 1 Preferred Stock called for redemption shall no longer be deemed to be outstanding, dividends thereon shall cease to accrue, the shares of the Series 1 Preferred Stock so redeemed shall revert to the status of authorized and unissued shares of series Preferred Stock of the corporation, and all rights of holders of such shares shall cease and terminate (unless the Corporation shall default in making payment of the Redemption Price), except the right of the holders of such shares, upon surrender of certificates therefor, to receive the Redemption Price thereof, without interest. The deposit in trust of the Redemption Price shall be irrevocable,

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except that (x) the Corporation shall be entitled to receive from the Redemption Agent the interest, if any, allowed on any money so deposited, and the holders of any redeemed shares shall have no claim to such interest, and (y) any balance of money so deposited by the Corporation and unclaimed by the holders of the Series 1 Preferred Stock entitled thereto, at the expiration of three (3) years from the date fixed for redemption, shall be repaid, together with any interest earned thereon, to the Corporation and, after any such repayment, the holders of the shares entitled to the funds so repaid to the Corporation shall look only to the Corporation for payment, without interest.

7. Limited Voting Rights.

(a) No Right to Vote Generally. The holders of shares of Series 1 Preferred Stock, except as provided in Subparagraph (b) below and as may otherwise be required by law, shall not be entitled to any right to vote or receive notice of any meeting of the holders of the capital stock of the Corporation or to exercise any voting power.

(b) One Vote Per Share. The holders of shares of Series 1 Preferred Stock shall have one (1) vote per share with respect to those items of business for which they are entitled to vote.

(c) Special Voting Rights. The affirmative vote or written consent of the holders of at least two-thirds of the outstanding shares of all Series of Preferred Stock so entitled to vote (including the Series 1 Preferred Stock), voting as a class, shall be required to authorize any and all of the following: (i) to authorize or designate, or increase the authorized number of shares of, or create any obligation or security convertible into or evidencing a right to purchase, any series of Preferred Stock or any additional class of stock ranking prior to, or on a parity with or subordinate to the Series 1 Preferred Stock as to dividends or upon liquidation or entitling the holders thereof to more than one (1) vote per share on matters on which they are entitled to vote as a class with the Series 1 Preferred Stock, or (ii) for any amendment, alteration or repeal of any provision of the Corporation's Articles of Incorporation that will adversely affect the rights, powers or preferences of the shares of Preferred Stock as a class.

(d) Termination of Special Voting Rights. Notwithstanding the foregoing, on and after the date for redemption provided in Paragraph 6 hereof, all voting rights with respect to shares of Series 1 Preferred Stock called for redemption shall cease and terminate.

8. Reversion of Series 1 Preferred Stock to Series Preferred Stock. Any and all shares of the Series 1 Preferred Stock hereby created remaining unissued as at February 25, 2005, shall on such date automatically revert, without vote of the holders

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of any shares of the Series 1 Preferred Stock or action by the Board of Directors, to the status of authorized but unissued shares of series Preferred Stock of the Corporation, and shall be available to the Corporation for future issuance in any series as may be then and there designated by the Board of Directors of the Corporation.

9. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series 1 Preferred Stock shall not have any preference or relative, participating, optional or other special rights other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Certificate of Incorporation of the Corporation, as amended.

10. Headings for Subdivisions. The headings of the various subdivisions hereto are for convenience of reference only and shall not affect the interpretation of any of the provision hereof.

11. Certain Definitions. Unless the context otherwise requires, the terms defined in this Paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified:

(a) Issue Date. The term "Issue Date" shall mean the date that shares of Series 1 Preferred Stock are first issued by the Corporation.

(b) Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of Common Stock of the Corporation and any other stock of the Corporation, howsoever, designated, whether now or hereafter authorized, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to amount or percentage.

(c) Junior Stock. The term "Junior Stock" shall mean Common Stock and shall also mean any other class or series of stock of the Corporation, whether now or hereafter authorized, not entitled to receive any dividends in any calendar year until all dividends for such calendar year shall have been paid or declared and set apart on the Series 1 Preferred Stock and, for purposes of Paragraphs 2 and 3 hereof, shall mean any class or series of stock of the Corporation, whether now or hereafter authorized, not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Corporation until the Series 1 Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

(d) Parity Stock. The term "Parity Stock" shall mean any class or series of stock of the Corporation, whether now or hereafter authorized, entitled to receive payment of dividends pari passu with the Series 1 Preferred Stock and, for purposes hereof, shall also mean any other class or series of stock of the Corporation, whether

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now or hereafter authorized, entitled to receive assets upon redemption, liquidation, dissolution or winding up of the affairs of the Corporation pari passu with the Series 1 Preferred Stock.

(o) Senior Stock. The term "Senior Stock" shall mean any class or series of stock of the Corporation, whether now or hereafter authorized, ranking senior to the Series 1 Preferred Stock in respect of the right to receive dividends, and, for purposes hereof, any class or series of stock of the Corporation hereafter authorized ranking senior to the Series 1 Preferred Stock in respect of the right to participate in any distribution upon redemption, liquidation, dissolution or winding up of the affairs of the Corporation.

(i) Person. The term "Person" shall mean an individual, a corporation, a partnership, an association, an organization, a business, a government or a political subdivision thereof, or any governmental agency.

(g) Subsidiary. The term "Subsidiary" shall mean any corporation, limited partnership, association or other business entity, including, without limitation foreign corporations, a majority (by number of votes) of other voting securities or capital stock of which is at the time owned or controlled by the Corporation or any other subsidiary.

12. Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Series 1 Preferred Stock. Upon the surrender of any certificate representing Series 1 Preferred Stock at such place, the Corporation shall, at the request of the registered holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate, subject to the requirements of applicable securities laws. Each such new certificate shall be registered in such name and shall represent such number of shares as shall be requested by the holder of the surrendered certificate, shall be substantially identical in form to the surrendered certificate, and the holders of the shares represented by such new certificate shall be entitled to receive all mandatory redemption payments on the shares represented by the surrendered certificate.

13. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be deemed satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of the Series 1 Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the registered holder is an institutional investor its own agreement of indemnity, without bond, shall be satisfactory) or, in the case of any such mutilation, upon surrender of such certificate, the Corporation shall (at its expense)

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execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate. The term "outstanding" when used herein with reference to shares of the Series A Preferred Stock as of any particular time shall not include any shares represented by any certificate in lieu of which a new certificate has been executed and delivered by the Corporation in accordance with paragraph 8 or this paragraph, but shall include only those shares represented by such new certificate.

14. Severability. The unenforceability or invalidity of any provision or provisions hereof shall not affect or render invalid or unenforceable any other provision or provisions herein contained.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Class A Voting Common Stock. The Class B Non-Voting Common Stock shall not entitle the holders thereof to any rights to vote or voting power.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock, including the Class A Voting Common Stock and the Class B Non-Voting Common Stock, shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Warrants and/or Warrant Stock issued upon exercise thereof as provided in the Warrant Agreement, and the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock, including the Class A Voting Common Stock and the Class B Non-Voting Common Stock, in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

ARTICLE IV

The address of the Corporation's registered office in the State of Florida is One Biscayne Tower, Suite 3750, Two South Biscayne Blvd., Miami, County of Dade, and the name of its registered agent at such address is Thomas F. Morante.

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ARTICLE V

The principal place of business and mailing address of this corporation shall be:

HL Acquiring Company
c/o Seldan A. Lazarow
19921 Boca West Drive
Boca Raton, FL 33434

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the sole member of the Board of Directors, who is to serve as the Corporation's sole director until his successors are duly elected and qualified is:

Seldan A. Lazarow
19921 Boca West Drive
Boca Raton, FL 33434

ARTICLE VII

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is One Biscayne Tower, Suite 3750, Two South Biscayne Blvd., Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

DATED, at Delray Beach, Florida, this 22nd day of February, 1985.


Seldan A. Lazarow, President

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

BEFORE ME, the undersigned authority, personally appeared Seldun A. Lesarow, President of SL Acquiring Company, to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of SL Acquiring Company, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS, my hand and official seal in the State and County aforesaid, this 22nd day of February, 1996.

Eleanor L. Gurda
NOTARY PUBLIC, State of Florida At
Largo



ELEANOR L. GURDA
My Commission 00287987
Expires Mar. 18, 1997
Bonded by HAI
800-428-1860

on file (www.janetnet.net)

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FEB-28 1996 14:27
(2/27/96

P.02/03

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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409 EAST GAINES STREET MIAMI FL 33136- 9-0000
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

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FEB 28 PM 5:19



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

SL ACQUIRING COMPANY
C/O SELDAN A. LAZAROW
19921 BOCA WEST DRIVE
BOCA RATON, FL 33434

SUBJECT: SL ACQUIRING COMPANY
REF: P95000003823

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Linda Stitt
Corporate Specialist

FAX Aud. #: H96000002785
Letter Number: 596A00008712

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

SL ACQUIRING COMPANY

FILED 96 FEB 28 PM 5:19 SECRETARY OF STATE TALLAHASSEE, FLORIDA

#96000002785

By action of the Board of Directors and the Voting Stockholders of SL Acquiring Company, a Florida corporation, originally incorporated on January 10, 1988 (the "Corporation"), the Corporation does hereby, pursuant to Florida Statutes, Section 607.1003, amend the existing Articles of Incorporation in the following respects:

ARTICLE I - NAMES

The name of the corporation is Linton Truss Corporation

The foregoing Amendment was approved by Joint Unanimous Written Consent of the Board of Directors and Voting Stockholders of SL Acquiring Company on February 20th, 1996.

DATED this 20th day of February, 1996.

Seldan A. Lazarow, President and Director

State of Florida) County of Dade

BEFORE ME, the undersigned authority, personally appeared Seldan A. Lazarow, President and Director of SL Acquiring Company, to me known to be the person described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 25th day of February, 1996.

Notary Public

My Commission Expires:

Thomas S. Morante 77 Brickell Ave. Suite 500 Miami, FL 33131 (305)374-3886 FBN. 314331



ELANOR L QUINA My Commission CQ287567 Expires Mar 18, 1997 Bonded By HAI 800-422-1625

#96000002785

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1201 MONROE STREET
TALLAHASSEE, FL. 32301-2000
904-222-1111
904-222-9111 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 129552 105023A
AUTHORIZATION : Patricia Pyjunt
COST LIMIT : \$ 35.00

ORDER DATE : October 23, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 129552-005

800001988998--6

CUSTOMER NO: 105023A

CUSTOMER: John A. Goldstein, Esq
Harris Kessler & Goldstein
Suite 590
640 North Lasalle Street
Chicago, IL 60610

DOMESTIC AMENDMENT FILING

NAME: LINTON TRUSS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Amendment
J 10/23/96

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
LINTON TRUSS CORPORATION

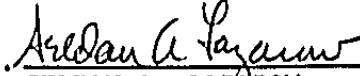
By action of the Board of Directors and the ^{voting} Stockholders of Linton Truss Corporation, a Florida Corporation, originally incorporated on January 13, 1995 (the "Corporation"), the Corporation does hereby, pursuant to Florida Statutes, amend and restate Article III paragraph 4 of the existing Articles of Incorporation as follows:

4. Preferential Status of Series 1 Preferred Stock. In no event, so long as any shares of the Series 1 Preferred Stock shall be outstanding, shall any dividend whatsoever in any calendar year, whether in cash, property, or otherwise, be declared or paid, nor shall any distribution be made, on any Junior stock, nor shall any Junior stock be purchased or redeemed by the Corporation, nor shall any moneys be paid or made available for sinking fund payment for the purchase or redemption of any Junior stock, unless (i) all dividends, if any, to which the holders of Series 1 Preferred Stock shall have been entitled for such calendar year, shall have been paid or declared, and a sum sufficient for the payment thereof set part, and (ii) there shall exist at the time of such dividend, distribution, purchase, redemption or sinking fund payment, earned surplus legally available therefor without regard to the consolidated net income of the Corporation and the Subsidiaries, if any, for the then current calendar year; provided, however, that the Corporation shall be entitled to redeem and repurchase (the "Warrant Stock Repurchase") the Warrants and/or Warrant Stock as provided in the Note and Warrant Purchase Agreement (the "Note and Warrant Purchase Agreement"), the Warrant and the Put Agreement (the "Put Agreement"), all of which are dated February 24, 1995, by and among the Company and First New England Capital Limited Partnership, MorAmerica Capital Corp., Genesee Funding, Inc., and Florida Capital Ventures, Ltd. As used in these Articles of Incorporation, the term Warrants shall mean all warrants from time to time issued pursuant to and as defined in the Note and Warrant Purchase Agreement, as amended from time to time, including without limitation the Warrants (Series 1), Warrants (Series 2) and Warrants (Series 3) issued to the Investors under and identified in the Note and Warrant Purchase Agreement, as amended, and the term "Warrant Stock" shall mean all capital stock issued or issuable pursuant to the Warrants. Hereinafter the documents in this paragraph 4 (excluding the Series 1 Preferred Stock and any Junior stock) , as such documents from time to time may be amended, modified or supplemented, shall be referred to collectively as the "Warrant Agreement".

The number of votes cast for the amendment were sufficient for approval by the holders of the Class A Voting Common Stock.

The number of votes cast for the amendment were sufficient for approval by the holders of the Series 1 Convertible Preferred Stock.

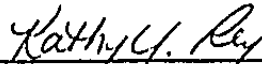
The foregoing Articles of Amendment were approved by Joint Written Consent of the Board of Directors and Voting Stockholders of Linton Truss Corporation on the 22 day of October, 1996.


SELDAN A. LAZAROW,
President and Director

STATE OF FLORIDA)
) SS.
COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, personally appeared SELDAN A. LAZAROW, President and Director of Linton Truss Corporation, to be known to be the person described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that the executed same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 22 day of October, 1996.


Notary Public

My Commission Expires: 8-5-00



Kathy Y Rey
My Commission CC574736
Expires Aug. 05, 2000

THIRD: The date of each amendment's adoption: October 22, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 22 of October, 19 96

Signature

Seldan A. Lazarow
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Seldan A. Lazarow

Typed or printed name

President

Title

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LINTON TRUSS CORPORATION
(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

SEE ATTACHMENT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not Applicable