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P 96000074777

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TALLAHASSEE, FLORIDA

~~S T CORPORATION SYSTEM~~

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

500002580075--1
-07/06/98--01031--015
*****87.50 *****87.50

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LASERTEC INTERNATIONAL, INC.

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Please call Jeff Bitterfield
if any problems/questions.

AUTHORIZATION BY PHONE TO
CORRECT ADD "DIR" to title
DATE 7-10
[Signature]

THANKS!
DIVISION OF CORPORA
98 JUL -6 AM 10:
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MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

July 8, 1998

Via FedEx

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Lasertec International, Inc.

Ladies & Gentlemen:

Enclosed you will find Articles of Amendment to the Articles of Incorporation for Lasertec International, Inc., together with the attached Exhibit "A", to be filed.

If you have any questions or require additional information, please let us know.

Very truly yours,

Donald F. Mintmire

Donald F. Mintmire

DFM/lrc
Encls

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93 JUL - 9 AM 8:47
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: LASERTEC INTERNATIONAL, INC.
Ref. Number: P96000074777

We have received your document for LASERTEC INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

THE STATUTE NUMBER CITED IN YOUR AMENDMENT IS OLD AND HAS BEEN REPEALED. THE DESIGNATION OF A NEW SERIES OF SHARES WOULD BE DONE PURSUANT TO FS. 607.0602. ENCLOSED IS A COPY FOR YOUR INFORMATION.

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 498A00036311

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Lasertec International, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 Exhibit "A" attached hereto and made a part hereof.

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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:

n/a

THIRD: The date of each amendment's adoption: June 30, 1998

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 answer 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 of _____, 19_____

Signature [Handwritten Signature]
(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)

Marc Elie Asselineau
Typed or printed name

President / DIRECTOR
Title

EXHIBIT "A" TO THE ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION (ARTICLE III) OF LASERTEC INTERNATIONAL, INC.

ARTICLE III. CAPITAL STOCK is amended and restated as follows:

Pursuant to the authority granted to the Board of Directors by Article III of the Articles of Incorporation for the issuance of preferred stock there is hereby created and the Corporation be, and it hereby is, authorized to issue Eight Hundred Thirty-Three Thousand Three Hundred Thirty-Four (833,334) shares of exchangeable convertible preferred stock, designated the "Exchangeable Convertible Preferred Stock," which shall have, in addition to the terms set forth in the Articles, the following terms, conditions, designation, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions:

1. Designation. Par Value and Number. Eight Hundred Thirty-Three Thousand Three Hundred Thirty-Four (833,334) shares of authorized preferred stock of the Corporation are hereby designated as Exchangeable Convertible Preferred Stock, having a par value of \$1.00 per share (the "Shares").
2. Dividends. The holders of the Shares shall be entitled to noncumulative dividends as and when declared by the Board out of funds legally available therefor, at the rate per share to be determined by the Board, payable on such date as may be determined by the Board of Directors in priority to the payment of dividends on the Common Stock of the Corporation (the "Common Stock").
3. Conversion. The shares convertible into Common Stock at the option of the holder(s) at any time: provided, however, that the Shares shall automatically convert into Common Stock sixty (60) days after the Common Stock is listed on the NASDAQ market and a Registration Statement under the Securities Act of 1933, as amended, covering the Common Stock, is declared effective by the Securities and Exchange Commission.

As long as the market price for the Common Stock is at least \$6.00 per share, the Conversion Rate shall be 1 (each Share is convertible into one share of Common Stock): provided however, that, if the average of the closing bid prices for the Common Stock for the five (5) trading days on which the stock trades immediately prior to the date of conversion is less than \$6.00 per share, the Conversion Rate shall be the number of Shares to be converted multiplied by a fraction, the numerator of which is six (6) and the denominator of which is the average of the closing bid price of the Common Stock for the five (5) trading days on which the Common Stock trades immediately prior to the date of conversion.
4. Anti-Dilution Protection. In the event that during the twelve (12) months from the closing of the purchase of the Shares, the Corporation issues shares or rights to purchase shares of any equity security or security convertible into an equity security (hereinafter, an "Issuance") (excluding Common Stock or rights to purchase Common Stock pursuant to an employee stock option plan or employment agreement) at a price per share less than

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the current \$6.00 per share, the Conversion Rate shall be a fraction, whose numerator shall be (A) the sum of (i) the number of shares of Common Stock outstanding immediately prior to such Issuance multiplied \$6.00 and (ii) the consideration received by the Corporation upon such issuance, and whose denominator shall be (B) the total number of shares of Common Stock outstanding immediately after such Issuance, so that the number of shares of Common Stock that the Shares may be converted into is determined by dividing the number of Shares being converted by such fraction.

The number of shares of Common Stock at any one time outstanding shall be deemed to include the aggregate maximum number of shares issuable (subject to re-adjustment upon the actual issuance thereof), upon the exercise of options, rights or warrants and upon the conversion or exchange of convertible or exchangeable securities.

No adjustment of the Conversion Rate, however, shall be made in an amount less than ten (\$.10) cents per share, but any lesser adjustment shall be carried forward and shall be made at the time and together with the next subsequent adjustment which together with any adjustment so carried forward shall amount to ten (\$.10) cents per share or more.

The Corporation covenants that it will at all times reserve and keep available out of its authorized Common Stock and/or share of its Common Stock then owned or held by or for the account of the Corporation, solely for the purpose of delivery upon conversion of Shares as herein provided, such number of shares of Common Stock as shall then be deliverable upon the conversion of all Shares. All shares of Common Stock which shall be so deliverable shall be duly and validly issued and fully paid and nonassessable.

5. Voting. Holders of the Shares shall have the number of votes equal to the number of shares of Common Stock into which the Shares are convertible and, except as required by law, shall vote as a single class with the Common Stock.
6. Exchange Date. Each Share, if not yet converted, is exchangeable after twenty-four (24) months following the date of purchase (the "Exchange Date") at the option of the holder thereof into a Convertible Subordinated Promissory Note of the Corporation (the "Notes") in the principal amount of \$6.00. The Notes shall mature twenty-four (24) months from the Exchange Date, pay interest at the rate of fifteen percent (15%) per annum at maturity and shall be convertible at any time into Common Stock at the option of the holder either (i) at a rate equal to the fraction the numerator of which is six (6) and the denominator is sixty-five percent (65%) of the average closing bid price of the Common Stock over the previous five (5) trading days immediately prior to the conversion by the holder or (ii) two (2) shares of Common Stock.
7. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock or other securities having any equity interest in the Corporation, the holders of the Shares shall be entitled to receive \$6.00 per

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share plus an amount equal to all dividends declared and unpaid thereon at the date of final distribution to such holders, but such holders shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the Shares shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, should be distributed among the holders of the Shares ratably. For the purposes of this Section 7, a consolidation or merger of the Corporation with one (1) or more corporations shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Corporation.

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