

P98000021276

Requestor's Name
 215 S. MONROE ST. SUITE 601
 Address
 TALLAHASSEE 32301 222.2300
 City/State/Zip Phone #

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 MAY -1 PM-12:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- INTELLISWITCH, INC. P98000021276
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

Amended & Restated

- Walk in Pick up time 12:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 MAY -1 AM 10:39
 NOT RECORDED
 TO AGENCY OF FILINGS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

IF YOU HAVE ANY QUESTIONS REGARDING FILING PLEASE CONTACT ELIZABETH AT 222.2300. THANK YOU.

Examiner's Initials DR

5/1/01

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTELLISWITCH, INC.

FILED
01 MAY - 1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, IntelliSwitch, Inc., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock and preferred stock of the Corporation, and the shareholders of the Corporation approved such amendments by unanimous written consent effective as of April 9, 2001. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock and the preferred stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted, and proposed and recommended for action by the shareholders, by the Board of Directors by unanimous written consent effective as of April 9, 2001.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTELLISWITCH, INC.

ARTICLE I

NAME

The name of the corporation is IntelliSwitch, Inc.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the principal office of this corporation is:

319 Clematis Street, Suite 300
West Palm Beach, Florida 33401

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

A. The aggregate number of shares which the corporation is authorized to issue is Thirty Six Million Six Hundred Thousand (36,600,000) shares, consisting of:

- (1) Thirty Million (30,000,000) shares of common stock with a par value of \$.01 per share (the "Common Stock"); and
- (2) Six Million Six Hundred Thousand (6,600,000) shares of preferred stock with a par value of \$.01 per share (the "Preferred Stock").

B. The preferences and relative, participating or other rights of the Preferred Stock, and the qualifications, limitations or restrictions thereof are as follows:

- (1) 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, 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) 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 preferences and relative, participating, optional or other special rights, if any, with respect to any class or series;
 - (c) 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;

(d) 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;

(e) 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;

(f) 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 of any other series of the same of any other class or classes of stock 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 expresses or provided for in such resolution or resolutions; and

(g) 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 the 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 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 Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

C. Class A Preferred Stock. Five Million Four Hundred Thousand (5,400,000) shares of Preferred Stock shall be designated as Class A Preferred Stock ("Class A Preferred Stock"), of which Three Million (3,000,000) shares shall be designated as Series A-1 ("Series A-1 Preferred"), One Million Two Hundred Thousand (1,200,000) shares shall be designated as Series A-2 ("Series A-2 Preferred") and One Million Two Hundred Thousand (1,200,000) shares shall be designated as Series A-3 ("Series A-3 Preferred" and Series A-1 Preferred and Series A-2 Preferred are each referred to herein as a "Series") and the remaining One Million Two Hundred Thousand (1,200,000) shares of Preferred Stock shall remain undesignated as to class and series. All shares of Class A Preferred Stock, regardless of series, shall have all of the following rights and preferences as a class, except as otherwise noted herein:

(1) Dividends. The Class A Preferred Stock shall not be entitled to any preference in the payment of dividends by the corporation. When and as declared by the Board of Directors of the corporation, dividends shall be payable to the holders of each share of Common Stock and each share of Class A Preferred Stock on an equal basis. Each share of Common Stock will rank in parity with each share of Class A Preferred Stock in respect of all dividends.

(2) Voting. Except as otherwise specifically provided in the Articles of Incorporation of the corporation, each share of Class A Preferred Stock and each share of Common Stock shall be entitled to one (1) vote on all matters.

(3) Board of Directors. The holders of the shares of Class A Preferred Stock, voting as a separate class, shall be entitled to elect one (1) member of the board of directors of the corporation. The holders of the shares of Common Stock, voting as a separate class, shall be entitled to fix and determine the number of members of the board of directors of the corporation and shall be entitled to elect all other members of the board of directors of the corporation.

(4) Conversion. The holders of a Series of Class A Preferred Stock shall have conversion rights as follows:

(a) (i) Optional. The holders of the shares of a Series of Class A Preferred Stock may at any time, at their option, convert all, but not less than all, of the shares of the Series of Class A Preferred Stock to shares of Common Stock at the rate of one (1) share of Common Stock for each share of the Series of Class A Preferred Stock.

(ii) The conversion of shares of a Series of Class A Preferred Stock into shares of Common Stock may be effected by the holders of the shares of the Series of Class A Preferred Stock by surrendering all certificates for the shares of the Series of Class A Preferred Stock, duly endorsed, at the office of the corporation, together with a written notice to the corporation that such holders elect to convert all shares of the Series of Class A Preferred Stock. Promptly thereafter, the corporation shall issue and deliver to the holders of the shares of the Series of Class A Preferred Stock a certificate or certificates for shares of Common Stock to which such holders shall be entitled, and shall cancel all the certificates for shares of the Series of Class A Preferred Stock. Such conversion shall be deemed to have been made at the close of business on the date of surrender of the certificates for the shares of the Series of Class A Preferred Stock and the holders shall be treated for all purposes as the record holders of Common Stock on such date.

(b) Automatic. The corporation shall notify each holder of Class A Preferred Stock at least thirty (30) days prior to the anticipated effective date of a registration statement filed by the corporation under the Federal Securities Act of 1933, as amended, with respect to a Qualified Public Offering (as defined below). Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, each and every

share of outstanding Class A Preferred Stock held by all holders of Class A Preferred Stock shall automatically be converted into Common Stock at the rate of one (1) share of Common Stock for each share of Class A Preferred Stock. Such conversion will be automatic, without need for any further action by the holders of shares of Class A Preferred Stock and regardless of whether the certificates representing such shares are surrendered to the corporation or its transfer agent; provided, however, that the corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversions unless certificates evidencing such shares of Class A Preferred Stock so converted are surrendered to the corporation in accordance with the procedures described in Subsection (4)(c) below. Upon the conversion of the Class A Preferred Stock pursuant to this Subsection (4)(b), the corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand delivery or by overnight delivery, to each holder of record of Class A Preferred Stock at his or its address then shown on the records of the corporation, which notice shall state that certificates evidencing shares of Class A Preferred Stock must be surrendered at the office of the corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in Subsection (4)(c) below.

(c) Mechanics of Conversion. Before any holder of Class A Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Class A Preferred Stock are converted in accordance with Subsections (4)(a) or (4)(b) above, such holder shall surrender the certificate or certificates for such shares of Class A Preferred Stock duly endorsed at (or in the case of any lost, mislaid, stolen or destroyed certificate (s) for such shares, deliver an affidavit as to the loss of such certificate(s), in such form as the corporation may reasonably require, along with such bond as the corporation may reasonably require, to) the office of the corporation or of any transfer agent for the Class A Preferred Stock, and, in the case of an automatic conversion, shall give written notice to the corporation at such office of the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records, of the corporation. Said conversion notice shall also contain such representations as may reasonably be required by the corporation to the effect that the shares to be received upon conversion are not being acquired and will not be transferred in any way that might violate the then applicable securities laws. The corporation shall, as soon as practicable thereafter and in no event later than thirty (30) days after the delivery of said certificate, issue and deliver at such office to such holder of Class A Preferred Stock or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion pursuant to subsections (4)(a) or (4)(b) shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the effective date of conversion specified in such section. All certificates issued upon the exercise or occurrence of the conversion shall contain a legend governing restrictions upon such shares imposed by law or agreement of the holder or his or its predecessors.

(d) Adjustment for Subdivisions or Combinations of Common Stock. In the event the corporation at any time or from time to time after the Original Issue Date

(as defined below) effects a subdivision or combination of the outstanding Common Stock into a greater or lesser number of shares without a proportionate and corresponding subdivision or combination of the outstanding Class A Preferred Stock, then and in each such event the conversion rate shall be increased or decreased proportionally, as appropriate.

(e) No Impairment. Except as provided in Section (6) hereof, the corporation shall not, by amendment of its Articles of Incorporation or Bylaws or through any reorganization, 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 shall at all times in good faith, assist in the carrying out of all the provisions of this Section (4) 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 the Class A Preferred Stock against impairment.

(f) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities, other than Class A Preferred Stock, for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution or to receive any other right, the corporation shall mail to each holder of Class A Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or rights, and the amount and character of such dividend, distribution or rights.

(g) Reservation of Stock Issuable Upon Conversion. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class A Preferred Stock, and if at any time the number of authorized but unissued shares of common stock shall be insufficient to effect the conversion of all then outstanding shares of the preferred stock, the corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose.

(5) Preemptive Rights. The holders of Class A Preferred Stock shall have the right of first refusal to purchase its or their pro rata share of any New Securities (as defined in this Section (5)) that the corporation may, from time to time, propose to sell and issue. For the purpose of this Section (5), the pro rata share shall mean as to any holder of Class A Preferred Stock, the percentage of the number of shares of Class A Preferred Stock owned by such holder of Class A Preferred Stock to the number of the then issued and outstanding shares of Common Stock, the number of the then issued and outstanding shares of Common Stock being determined as if all of the Class A Preferred Stock had been converted into Common Stock. This right shall be subject to the following provisions:

(a) New Securities Defined. "New Securities" shall mean any common stock or preferred stock of the corporation, whether now authorized or not, and rights,

options or warrants to purchase said common stock or preferred stock, and securities or any type whatsoever that are, or may become, convertible into said common stock or preferred stock; provided that "New Securities" does not include (A) any shares of Common Stock issuable upon the conversion of shares of Preferred Stock; (B) up to two million shares of Common Stock reserved for issuance under the corporation's Long Term Incentive Plan; (C) up to One Million Two Hundred Thousand (1,200,000) shares of the Series A-2 Preferred and up to One Million Two Hundred Thousand (1,200,000) shares of the Series A-3 Preferred ; (D) securities offered to the public pursuant to a registration statement under the Federal Securities Act of 1933, as amended; (E) securities issued pursuant to the acquisition by the corporation of any product, technology, know-how or another corporation or entity by merger, purchase of all or substantially all of the assets, or any other reorganization whereby the corporation issues securities having less than fifty percent (50%) of its voting power in such transaction; (F) shares of the Common Stock or the Preferred Stock issued in connection with any stock split, stock dividend or recapitalization by the corporation; (G) shares of capital stock of the corporation (or rights thereto) sold or issued to vendors or customers in connection with commercial arrangements, provided that such issuance was approved in advance by a majority of the members of the Board of Directors, and by the director appointed by the holders of preferred stock; and (H) capital stock of the corporation (or rights thereto) issued in connection with establishing strategic partnerships and alliances, provided such issuance is approved in advance by a majority of the members of the Board of Directors, and by the director appointed by the holders of the Preferred Stock.

(b) In the event the corporation proposes to undertake an issuance of New Securities, it shall give the holders of Class A Preferred Stock written notice of its intention, describing the type of New Securities, the price, the closing date of the offering thereof, and the general terms upon which the corporation proposes to issue the same, and any information concerning the corporation made available to potential purchasers of the New Securities (the "Corporation Notice"). Upon receipt of the Corporation Notice, the holders of Class A Preferred Stock shall have the right to elect to purchase its pro rata share of such New Securities as provided in this Section (5), at the price and on the terms stated in the Corporation Notice by giving written notice to the corporation (the "Election Notice") within ten (10) days after receiving the Corporation Notice. The corporation may offer and sell any remaining New Securities not elected to be purchased as evidenced by the Election Notices timely received by the corporation, at a price and upon terms not more favorable than those stated in the Corporation Notice.

(c) Any offer by the corporation of securities in addition to those specified in the Corporation Notice, whether on the same or different terms as are specified therein, shall again require compliance by the corporation with the terms of this Section (5).

(d) The rights granted in this Section (5) shall terminate immediately prior to, and shall not apply to, a Qualified Public Offering.

(6) Protective Provisions

(a) Actions Requiring Majority Approval of Class A Preferred Stock. In addition to any other rights provided by law, so long as any shares of Class A Preferred Stock are then outstanding, except where the vote or written consent of the holders of a greater number of shares is required by law or by another provision of the Articles of Incorporation of the corporation, without first obtaining the affirmative vote or consent of the holders at least a majority of the Class A Preferred Stock, the total number of shares of the Class A Preferred Stock outstanding, voting as a separate class, the corporation shall not:

(i) amend or repeal any provision of, or add any provision to, the corporation's Articles of Incorporation or Bylaws, or engage in any other action, that would alter or change the preferences, rights, privileges or powers of, or restrictions provided for the benefit of the Class A Preferred Stock;

(ii) create or increase, or authorize the creation or increase of the authorized amount of any additional class or series of shares of stock, unless the same ranks junior to the Class A Preferred Stock as to redemption and the distribution of assets on the liquidation, dissolution or winding up of the corporation; or create or authorize any obligation or security convertible into shares of common stock or any other class or series of stock, whether voting or non-voting; regardless of whether any such creation, authorization or increase shall be by means of amendment to the Articles of Incorporation, or by merger, consolidation or otherwise;

(iii) increase or decrease the authorized number of shares of the Class A Preferred Stock;

(iv) purchase, redeem or otherwise acquire for value any shares of any class of its capital stock or cause or permit any employee stock ownership plan, including any Employee Stock Ownership Plan as defined in § 4975 (e) (7) of the Internal Revenue Code of 1986, as amended, to purchase shares of any class of its capital stock, except for shares of capital stock pursuant to the provisions of a shareholders agreement among the corporation and all holders of capital stock of the corporation or the redemption of the Class A Preferred Stock pursuant to Section (8) hereof; and

(v) amend the provisions of this Section (6) (a).

(b) Termination. The rights granted in Section (6) (a) shall terminate immediately upon the consummation of a Qualified Public offering.

(c) Original Issue Date. Original Issue Date shall mean the date of initial issuance of all the shares of Series A-1 Preferred.

(d) Qualified Public Offering. Qualified Public Offering shall mean the underwritten offer on a firm commitment basis and sale of common stock to the public with aggregate net proceeds to the corporation of not less than \$10,000,000, prior to underwriters' commissions and expenses.

(7) Liquidation. In the event of a liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be distributed as follows:

(a) Thirty-three and one-third cents (\$0.333), shall be distributed to the holder of each share of Series A-1 Preferred ("Preferential Distribution"). If, upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the shares of Series A-1 Preferred shall be insufficient to permit the payment in full to such holders of the Preferential Distribution, then the entire assets of the corporation shall be allocated among the holders of the Series A-1 Preferred in proportion to the number of shares of Series A-1 Preferred owned by each holder.

(b) To the extent available after the Preferential Distribution, eighty-three and one quarter cents (\$0.8325), shall be distributed to the holder of each share of Series A-2 Preferred ("Second Distribution"). If, upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the shares of Series A-2 Preferred shall be insufficient to permit the payment in full to such holders of the Second Distribution, then the assets of the corporation remaining after the Preferential Distribution shall be allocated among the holders of the Series A-2 Preferred in proportion to the number of shares of Series A-2 Preferred owned by each holder.

(c) To the extent available after the Second Distribution, eighty-three and one quarter cents (\$0.8325), shall be distributed to the holder of each share of Series A-3 Preferred ("Third Distribution"). If, upon any such liquidation, dissolution or winding up of the corporation, the assets distributable among the holders of the shares of Series A-3 Preferred shall be insufficient to permit the payment in full to such holders of the Third Distribution, then the assets of the corporation remaining after the Second Distribution shall be allocated among the holders of the Series A-3 Preferred in proportion to the number of shares of Series A-3 Preferred owned by each holder.

(d) All remaining assets shall be distributed to the holders of the Common Stock, in proportion to the number of shares of Common Stock owned by each holder.

(8) Deemed Liquidation. The consolidation or merger of the corporation with or into another entity or entities (excluding any merger effected exclusively for the purpose of changing the domicile of the corporation) and the sale or transfer by the corporation of all or substantially all of its assets (determined on a consolidated basis), or any other fundamental change or reorganization of the corporation shall be deemed to be a liquidation, dissolution and winding up of the corporation, unless (i) the corporation's record holders of Common Stock and Class A Preferred Stock as constituted immediately prior to such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration of the corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity, and (ii) none of the rights of the holders of the Class A Preferred Stock to appoint a member of the Board of Directors of the corporation is

altered (a "Deemed Liquidation"). Upon such a Deemed Liquidation, the holders of the Class A Preferred Stock shall be entitled to receive payment of the amounts payable with respect to the Class A Preferred Stock upon a liquidation, dissolution or winding up of the corporation in accordance with Section (7) hereof, in redemption and cancellation of their shares upon the consummation of any such transaction.

ARTICLE V

REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent are:

Roger B. Wozniak, III
319 Clematis Street, Suite 300
West Palm Beach, Florida 33401

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed there Amended and Restated Articles of Incorporation as of the 9th day of April, 2001.


INTELLISWITCH, INC.


Roger B. Wozniak, III, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of April, 2001, by Roger B. Wozniak, III, President of INTELLISWITCH, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC
Connie S. Ayers
MY COMMISSION # CC687180 EXPIRES
October 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Type or Print Name