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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850)222-1173  
Fax Number : (850)224-1640

0380.33489

BASIC AMENDMENT

PRESIDION CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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TALLAHASSEE, FLORIDA

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Subject:

From: Patricia Tadlock

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ARTICLES OF AMENDMENT  
CERTIFICATE OF DESIGNATION OF  
SERIES AA PREFERRED STOCK  
OF  
PRESIDION CORPORATION

Pursuant to Sections 607.0602 and 607.1006 of the Florida Business Corporation Act, Presidion Corporation, (the "Corporation" or the "Company") hereby adopts the following Certificate of Designations of Series AA Preferred Stock (the "Designations");

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- A. The name of this Corporation is Presidion Corporation.
- B. The Designations set forth below were duly adopted by the Board of Directors on December 28, 2004. Pursuant to Section 607.0602 of the Florida Business Corporation Act, shareholder approval is not required for the Designations below and therefore was not obtained.

Series AA Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series AA Preferred Stock are as set forth below.

- 1. Designation and Rank.
  - 1.1. Designation. This amendment provides for the creation of a series of Preferred Stock to be designated "Series AA Preferred Stock", par value \$0.001 per share (the "Series AA Preferred Stock"). The number of authorized shares constituting the Series AA Preferred Stock is 2,500. The rights, preferences, privileges and restriction granted to and imposed upon the Series AA Preferred Stock are set forth below.
  - 1.2. Stated Value. The Series AA Preferred Stock shall have a stated value of Ten Thousand (\$10,000.00) Dollars per share (the "Stated Value").
  - 1.3. Rank. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (collectively, a "Liquidation"), the Series AA Preferred Stock shall rank: (i) senior to the common stock of the Company, par value \$0.0000303 per share (the "Common Stock") and (ii) senior to the Series A Preferred Stock of the Company.
- 2. Dividends.
  - 2.1. Dividends or Distributions. The holders of outstanding shares of Series AA Preferred Stock shall be entitled to receive out of assets legally available therefore, before any dividend or other distribution shall be declared, set aside or paid upon any class of Common Shares, cash dividends at the rate of One Thousand (\$1,000.00) Dollars per share per calendar year. This Class AA Preferential Dividend shall be payable thirty (30) days following the end of each calendar year and shall be payable in cash or the Company's Common Stock in the discretion of the Company. The right to receive the Preferential Dividend shall be cumulative without interest.

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3. **Voting Rights.**

- 3.1. No Voting Rights. Except as otherwise required under the Florida Business Corporation Act, the holders of shares of Series AA Preferred Stock shall not have any voting rights on any matters of the Company.

4. **Liquidation Rights.**

- 4.1. Liquidation Preference. Upon a Liquidation, before any distribution or payment shall be made to any of the holders of Common Stock or any other series of preferred stock as set forth in Section 1.3, the holders of Series AA Preferred Stock shall be entitled to receive out of the assets of the Company, for those shares not redeemed pursuant to Section 6 prior to any such Liquidation, an amount equal to the Stated Value per share of Series AA Preferred Stock, for each share of Series AA Preferred Stock held by them at the time of a Liquidation plus any accrued but unpaid interest.
- 4.2. Pro Rata Distribution. If, upon any Liquidation, the assets of the Company shall be insufficient to pay the Stated Value in full for each share of Series AA Preferred Stock then the entire net assets of the Company shall be distributed among the holders of the Series AA Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled and such distributions may be made in cash or in property taken at its fair value (as determined in good faith by the Company's Board of Directors), or both, at the election of the Company's Board of Directors.
- 4.3. Distributions in Excess of Liquidation Amount. After payment in full of the Stated Value for each share of Series AA Preferred Stock, the assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of other series of preferred stock or Common Stock.

5. **Conversion of Series AA Preferred Stock Into Common Stock.** The holders of Series AA Preferred Stock shall have no conversion rights.

6. **Redemption.** The Company shall have redemption rights as follows:

6.1 Right to Redeem. At its option, the Company may, but is not obligated to, at any time, redeem any or all of the shares of the Series AA Preferred Stock for the Stated Value plus any accrued but unpaid interest. The Company's right to redeem the Series AA Preferred Stock shall continue as long as the shares remain outstanding.

6.2 Mechanics of Redemption. The right of redemption herein provided shall be exercised by the Company by giving notice that the Company elects to redeem a stated number of shares of Series AA Preferred Stock in exchange for the payment of cash in an amount equal to the Redemption Value ("Redemption Notice"). To the extent permitted by law, such redemption shall be deemed to have been effected as of the close of business on the date on which the Company's Redemption Notice to holders of Series AA Preferred Shares is deemed effective pursuant to Section 6.2. If the Company elects to redeem a number of Series AA Preferred Shares that is less than the total amount of

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outstanding shares of Series AA Preferred Stock at the time of such redemption, then the Company shall redeem a number of shares from each record holder equal to the product of (x) the number of Series AA Preferred Shares held by such holder times (y) a ratio where the numerator is the number of shares being redeemed and the denominator is the total number of Series AA Preferred Shares outstanding.

6.3 Effect of Redemption. Notwithstanding anything to the contrary contained within these Articles of Amendment, all rights of holders of Series AA Preferred Stock shall cease and be of no further effect with respect to shares being redeemed on the date the Company's Redemption Notice is deemed effective pursuant to Section 6.2, except for the holder's rights to receive payment of the Stated Value. A Redemption Notice does not affect the rights of holders of Series AA Preferred Stock arising from shares not redeemed by a Redemption Notice.

7. **Miscellaneous.**

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

7.2 Severability of Provisions. If any right, preference or limitation of the Series AA Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this Certificate which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

7.3 Notices. Any notice required by the provisions of this Section 7 shall be in writing and shall be deemed effective given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

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IN WITNESS WHEREOF, the Company has caused this Articles of  
Amendment to be signed, under penalties of perjury, by its duly authorized officers of the  
Company as of the date first written above.

  
Chag A. Vandenberg  
President and Chief Executive Officer

  
James E. Baicors  
Secretary and Chief Legal Officer

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