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Division of Corporations  
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Account Number : I20000000104  
Phone : (941)366-3700  
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Attn: Susan Payne

BASIC AMENDMENT

THE RXFILES.NET CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY -5 PM 2:47

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**THE RXFILES.NET CORPORATION  
ARTICLES OF AMENDMENT AND RESTATEMENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is THE RXFILES.NET CORPORATION.
2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

**ARTICLES OF INCORPORATION  
OF  
THE RXFILES.NET CORPORATION**

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

**ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES**

Section 1.1 Name. The name of the corporation shall be THE RXFILES.NET CORPORATION.

Section 1.2 Principal Office and Mailing Address. The corporation's current principal office is 342 SOUTH TAMiami TRAIL, NOKOMIS, FLORIDA 34275, and the current mailing address of the corporation is 342 SOUTH TAMiami TRAIL, NOKOMIS, FLORIDA 34275. The corporation may change the foregoing addresses, transact business at other places, and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is JOHN KUTZKO. The current registered office street address of the registered agent is 109 LOUELLA LANE, NOKOMIS, FLORIDA 34275.

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preferred share shall be entitled to a liquidation preference upon dissolution of the corporation, which preference shall be equal to the amount contributed to the capital of the corporation with respect to such share less all dividends, distributions or other payments with respect to such share; except for the foregoing, these preferred shares along with the common shares are entitled on a prorata basis to receive the net assets of the corporation upon dissolution. Each share of preferred stock shall be converted into a share of common stock immediately upon the earlier of (i) the date that at least 49% of the preferred shares issued on or before December 31, 2000, have been transferred from their original shareholder, (ii) commencement of the corporation's initial public offering other than an offering which does not exceed \$5,000,000, (iii) the date the corporation has obtained at least \$75,000,000 in additional funding from persons other than the original preferred stockholders (existing on or prior to December 31, 2000) in the form of debt and/or equity, (iv) the date the preferred stockholders (existing on or prior to December 31, 2000) have received cash dividend distributions of an amount equal to 120% of their capital contribution's to the corporation with respect to such shares, (v) the date that the corporation's shares of common stock are regularly trading on a recognized national securities exchange, and the average bid and asked price for a share of common stock is at least 300% of a preferred stockholder's capital contributions to the corporation per share of preferred stock, and (vi) May 5, 2005. No other preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(c) Certificate Legend. Each certificate representing common and preferred shares issued shall contain an appropriate statement or legend relating to each class of shares authorized to be issued.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the board of directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the board of directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

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ARTICLE V  
GENERAL

Section 5.1 Amendment. The articles of incorporation may be amended from time to time only by action of the board of directors and the shareholders in accordance with applicable law.

Section 5.2 Incorporator(s). The name and address of the incorporator was: JOHN F. MARTIN, 3150 SANDY RIDGE DR., CLEARWATER, FLORIDA 33761.

3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each of the 900 shares of currently issued and outstanding shares of common stock (e.g., of the authorized 1,000 shares of no par value common stock) shall, upon the effective date of the above amendment and restatement, be deemed converted into 81,777.7778 shares of common stock. The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on 5<sup>th</sup> May, 2000.

THE RXFILES.NET CORPORATION

By John D. Kutzko  
John D. Kutzko (Print Name)  
As Nice President