

P99000076895

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000008062 2))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Nery C. Toledo, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FILED
00 FEB 23 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 23 AM 10:37
DIVISION OF CORPORATIONS

BASIC AMENDMENT

FINDGOODHELP.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	19
Estimated Charge	\$43.75

21344 - 97522

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended & Restated

Articles

FILED
00 FEB 23 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FindGoodHelp.com, Inc.**

FindGoodHelp.com, Inc. (the "*Corporation*"), a corporation organized and existing under the Florida Business Corporation Act (the "*Act*"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on August 27, 1999.
2. The Amended and Restated Articles of Incorporation set forth herein have been unanimously approved by the Board of Directors and the shareholders of the Corporation on February 22, 2000.
3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

FIRST: Name. The name of the Corporation is FindGoodHelp.com, Inc.

SECOND: Registered Office and Agent and Principal Place of Business. The street address of the registered office of the Corporation is 941 Fourth Street, #200, Miami Beach, Florida 33139. The name of the registered agent of the Corporation at such address is Corporate Creations Enterprises, Inc. The principal place of business and the mailing address of the Corporation is 1489 West Palmetto Park Road, Suite 432, Boca Raton, Florida 33486.

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

FOURTH: Authorized Capital. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 6,533,332 in the designated classes and series as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock, \$0.01 par value per share ("Common Stock")	5,666,666
Series A Convertible Preferred Stock, \$0.01 par value per share ("Series A Preferred Stock")	866,666
Total	<u>6,533,332</u>

The following is a statement of the powers, privileges and rights, and the restrictions, qualifications and limitations thereof, in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of shares of Common Stock are subject to, and qualified by, the rights of the holders of shares of Preferred Stock of any series as may be designated by the Board of Directors.

2. Voting. Subject to the voting rights of the holders of shares of Series A Preferred Stock set forth in Section B.3., or as set forth in any agreement between the Corporation and holders of shares of Series A Preferred Stock, the holders of the Common Stock are entitled to one vote for each share held at each meeting of shareholders of the Corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. There shall be no cumulative voting and at any meeting of the shareholders, the presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum of the Common Stock for the purpose of electing directors by holders of the Common Stock.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as, if and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of Series A Preferred Stock.

4. Liquidation. Upon the voluntary or involuntary liquidation, sale, merger, consolidation, dissolution or winding up of the Corporation, holders of shares of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding shares of Series A Preferred Stock.

5. Redemption. The Common Stock is not redeemable, except as and when approved by the Board of Directors and the holders of a majority of the shares of issued and outstanding shares of Series A Preferred Stock, voting as a single class.

B. SERIES A PREFERRED STOCK

The Series A Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations

1. Dividends. The holders of shares of Series A Preferred Stock shall be entitled to receive, as, if and when determined and declared by the Board of Directors, in cash, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, dividends, which shall accrue on an annual basis at the rate of \$0.0375 per share per annum, as adjusted for stock splits, stock dividends, recapitalizations, reclassifications and similar events that affect the number of outstanding shares of the Series A Preferred Stock ("*Accruing Dividends*"). *Accruing Dividends* will accrue regardless of whether there are profits, surplus or other

(H00000008062 2)

the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and any class or series of stock ranking on liquidation on a parity with the Series A Preferred Stock shall share ratably in the distribution of the entire remaining assets and funds of the Corporation legally available for distribution in proportion to the respective amounts which would otherwise be payable in respect to the share held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(c) Upon the completion of the distribution of the Aggregate Liquidation Preference required by subparagraphs (a) and (b) of this Section 2 and any other distribution that may be required with respect to any shares of preferred stock that may from time to time come into existence, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of shares of Series A Preferred Stock, Common Stock and such additional shares of preferred stock with applicable liquidation rights as may come into existence from time to time, pro rata based on the number of shares of Common Stock held by each, treating such shares of Series A Preferred Stock on an as-if-converted basis.

(d) The merger, reorganization or consolidation of the Corporation into or with another corporation (except if the Corporation is the surviving entity) or other similar transaction or series of related transactions in which more than 50% of the voting power of the Corporation is disposed of or in which the shareholders of the Corporation immediately prior to such merger, reorganization or consolidation, own less than 50% of the Corporation's voting power immediately after such merger, reorganization or consolidation, or the sale of all or substantially all the assets of the Corporation, shall be deemed to be a Liquidation for purposes of this Section 2. The amount deemed distributed to the holders of shares of Series A Preferred Stock upon any such Liquidation shall be the cash or the value of the property, rights or securities distributed to such holders by the acquiring person, firm or other entity. The value of such property, rights or other securities shall be determined in good faith by the Board of Directors of the Corporation.

3. Voting.

(a) Each holder of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are then convertible (as adjusted from time to time pursuant to subsection 4(d) hereof), at each meeting of shareholders of the Corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Except as provided by law, by the provisions of Subsection 3(b) below or by the provisions establishing any other series of Series A Preferred Stock, holders of shares of Series A Preferred Stock and of any other outstanding series of Series A Preferred Stock shall vote together with the holders of Common Stock as a single series.

(b) The Corporation shall not, without first obtaining the consent or affirmative vote of the holders of a majority in interest of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) together as a single class:

(i) amend, alter, waive or repeal any provision of the Articles of Incorporation or By-Laws of the Corporation that affects in a material adverse manner the voting powers, preferences or other special rights or privileges, qualifications, limitations or restrictions of the Series A Preferred Stock;

(ii) increase or decrease the number of authorized shares of Common Stock, Series A Preferred Stock or any other series of preferred stock;

(iii) declare or pay any dividend on the Common Stock of the Company prior to January 2, 2006;

(iv) cancel or modify any or all of the dividends on the Series A Preferred Stock that have been accrued but are unpaid or have not been declared;

(v) exchange, reclassify, redeem, or otherwise acquire any or all of the shares of Series A Preferred Stock;

(vi) effect any sale, conveyance, lease or other disposition of all or substantially all of the assets of the Corporation;

(vii) recapitalize or reorganize or merge or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or engage in any other transaction in which control of the Corporation is transferred;

(viii) repurchase or redeem any shares of Common Stock or any other security of the Company prior to January 2, 2006 (other than buybacks at cost from terminated employees, directors and consultants, approved by the Board of Directors or the repurchase of capital stock issued pursuant to any existing stock option plan or stock purchase plan);

(ix) authorize, create or issue any new class or series of equity securities or debt securities convertible into any equity security of the Corporation having rights, powers, preferences or privileges on parity with or senior to the Series A Preferred Stock, other than an issuance pursuant to any of the Corporation's currently outstanding convertible debt or an issuance pursuant to any existing employee stock option or stock purchase plan;

(x) acquire another business or entity or engage in any business other than the business being conducted by the Company on the date the first share of Series A Preferred Stock is sold;

(xi) increase or decrease the number of directors comprising the Corporation's Board of Directors above or below 4;

(xii) effect any liquidation, dissolution or winding up of the Corporation, including but not limited to a Liquidation;

(xiii) take any action that would result in the holders of shares of Series A Preferred Stock incurring any tax liability pursuant to Section 305 of the Internal Revenue Code of 1986, as amended through the filing date of this Articles of Incorporation; or

(xiv) take any other action which would adversely affect the voting powers, preferences or other special rights or privileges, qualifications, limitations or restrictions of the Series A Preferred Stock.

4. Optional Conversion. The holders of shares of the Series A Preferred Stock shall have conversion rights as follows (the "*Conversion Rights*");

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof without the payment of additional consideration, at any time and from time to time, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Purchase Price applicable to such converted share(s) of Series A Preferred Stock by the Adjusted Conversion Price (each as defined below) in effect at the time of conversion. As of the effective date of these Articles of Incorporation the "*Adjusted Conversion Price*" for the Series A Preferred Stock, initially shall be \$0.75 per share; provided, however, that any conversion of shares of Series A Preferred Stock must be for a minimum aggregate value of \$7,500.

In the event of a Liquidation of the Corporation, the Conversion Rights shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the holders of shares of Series A Preferred Stock.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the shares of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Adjusted Conversion Price. Whether fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(c) Mechanics of Conversion.

(i) When a holder of shares of Series A Preferred Stock elects to convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date ("*Conversion Date*"). The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver at such office to such holder of Series A Preferred Stock, or to his or its nominees, a certificate or certificates for the number of shares of Common Stock to which such shareholder shall be entitled, together with cash in lieu of any fraction of a share. Such conversion shall be deemed to have been made immediately prior to the close of business on the Conversion Date, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such time, and such shares of Common Stock issuable upon such conversion shall be issued, and deemed issued, as of such time. If the conversion is requested after the Corporation has commenced preparing a registration statement with respect to an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering shares of Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities, and such shares of Common Stock issuable upon such conversion shall be issued, and deemed issued, as of such time.

(ii) The Corporation shall, at all times when any shares of Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the shares of Series A Preferred Stock (including any Series A Preferred Stock issuable pursuant to any warrant issued to a holder of shares of Series A Preferred Stock), such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding or issuable shares of Series A Preferred Stock. Before taking any action that would cause an adjustment reducing the Adjusted Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock, the Corporation will take any corporate action that may, in the opinion of its counsel, be necessary to ensure that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such Adjusted Conversion Price. If at any time the number

of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series A Preferred Stock, the Corporation will 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 purposes.

(iii) Upon any such conversion, no adjustment to the Adjusted Conversion Price shall be made for any accrued and unpaid dividends on the shares of Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(iv) All shares of Series A Preferred Stock that shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and payment of any unpaid Accruing Dividends thereon and payment of any Aggregate Liquidation Preference that has accrued as of the Conversion Date. Any shares of Series A Preferred Stock so converted shall be retired and canceled and shall not be reissued, and the Corporation may from time to time take such appropriate action as may be necessary to reduce the authorized Series A Preferred Stock accordingly.

(d) Adjustments to Conversion Price for Diluting Issues.

(i) ~~Special Definitions~~ Special Definitions. For purposes of this Subsection 4(d), the following definitions shall apply:

(A) "*Option*" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities (as defined hereinbelow), excluding stock and options granted to employees, directors, or consultants of the Corporation pursuant to a plan adopted by the Board of Directors for such purpose, to acquire up to a maximum of 666,800 shares of Common Stock (subject to appropriate adjustment for any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (the "Reserved Shares").

(B) "*Original Issue Date*" shall mean the date on which the first share of Series A Preferred Stock was issued.

(C) "*Convertible Securities*" shall mean any evidence of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock

(D) "*Additional Shares of Common Stock*" shall mean all shares of Common Stock issued (or, pursuant to Subsection 4(d)(iii) below, deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(H00000008062 2)

- (I) upon conversion of shares of Series A Preferred Stock outstanding on the Original Issue Date;
- (II) as a dividend or distribution on Series A Preferred Stock;
- (III) by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses of (I) and (II) or this clause (III);
- (IV) in connection with the Corporation's Qualified IPO (as defined in Subsection 5(a) below);
- (V) upon the exercise of options awarded for the Reserved Shares, as defined in Subsection 4(d)(i)(A); or
- (VI) upon the exercise of any warrant issued for the purchase of shares of Series A Preferred Stock.

(ii) No Adjustment of Adjusted Conversion Price. No adjustment in the number of shares of Common Stock into which the Series A Preferred Stock is convertible shall be made, by adjustment in the applicable Adjusted Conversion Price thereof unless the consideration per share (determined pursuant to Subsection 4(d)(v)) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the applicable Adjusted Conversion Price in effect on the date of, and immediately prior to, the issue of such Additional Shares, or if prior to such issuance, the Corporation receives written notice from the holders of at least a majority of the then outstanding shares of Series A Preferred Stock agreeing that no such adjustment shall be made as a result of the issuance of Additional Shares of Common Stock.

(iii) Issue of Securities Deemed Issue of Additional Shares of Common Stock.

(A) Options and Convertible Securities

If the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Subsection 4(d)(v) hereof) of such Additional Shares of Common Stock would be less than the applicable Adjusted

(H00000008062 2)

Conversion Price in effect on the date of and immediately prior to such issue, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(I) no further adjustment in the Adjusted Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(II) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Adjusted Conversion Price computed upon the original issue thereof and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(III) no readjustment pursuant to clause (II) above shall have the effect of increasing the Adjusted Conversion Price to an amount which exceeds the lower of (i) the conversion price for such Options or Convertible Securities on the date upon which the last adjustment to the Adjusted Conversion Price occurred, and (ii) the conversion price for such Options or Convertible Securities that would have resulted from any issuance of Additional Shares of Common Stock between the date upon which the last adjustment to the Adjusted Conversion Price occurred and such readjustment date; and

(IV) upon the expiration or termination of any unexercised Option, the Adjusted Conversion Price shall not be readjusted, but the Additional Shares of Common Stock deemed issued as the result of the original issue of such Option shall not be deemed issued for the purposes of any subsequent adjustment of the Adjusted Conversion Price.

(B) Stock Dividends. In the event the Corporation at any time or from time to time shall declare or pay any dividend on the Common Stock payable in Common Stock, then in any such event, Additional Shares of Common Stock shall be deemed to have been issued immediately after the close of business on the issue date for such dividend.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock after the Original Issue Date of the first share of Series A Preferred Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Subsection 4(d)(iii)), without consideration or for a consideration per share less than the applicable Adjusted Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Adjusted Conversion Price for such shares of Series A Preferred Stock shall be reduced, concurrently with such issue, to an amount determined by multiplying the Adjusted Conversion Price in effect on the date of and immediately prior to such issue, by a fraction:

(H00000008062 2)

{H00000008062 2}

(A) the numerator of which shall be (I) the number of shares of Common Stock outstanding immediately prior to the issuance of such Additional Shares of Common Stock (after giving effect to the issuance of Common Stock upon the conversion of the shares of Series A Preferred Stock outstanding immediately prior to the issuance of such additional shares of Common Stock), plus (II) the number of shares of Common Stock that the net aggregate consideration received by the Corporation for the total number of such Additional Shares of Common Stock so issued would purchase at the Adjusted Conversion Price in effect prior to adjustment, and

(B) the denominator of which shall be (I) the number of shares of Common Stock outstanding immediately prior to the issuance of such Additional Shares of Common Stock (after giving effect to the issuance of Common Stock upon the conversion of the shares of Series A Preferred Stock outstanding immediately prior to the issuance of such additional shares of Common Stock), plus (II) the number of such Additional Shares of Common Stock so issued.

(v) Determination of Consideration. For purposes of this Subsection 4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash and Property: Such consideration shall:

(I) insofar as it consists of cash, be computed as the aggregate net cash received by the Corporation, after deducting any underwriting discounts, commissions and fees and excluding amounts paid or payable for accrued interest or accrued dividends;

(II) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(III) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received in respect of the Additional Shares of Common Stock, computed as provided in clauses (I) and (II) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Subsection 4(d)(iii)(A), relating to Options and Convertible Securities, shall be determined by dividing

(I) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating

thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(II) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(C) Stock Dividends. Any Additional Shares of Common Stock relating to stock dividends shall be deemed to have been issued for no consideration.

(vi) Adjustment for Subdivisions, Combinations or Consolidation of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided, by stock split or otherwise (but other than by stock dividend, which is addressed in Subsection B(4)(d)(iii)(B)), into a greater number of shares of Common Stock, the applicable Adjusted Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be decreased proportionately. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the applicable Adjusted Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be increased proportionately.

(vii) Adjustment for Merger or Reorganization, etc. In case of any recapitalization, consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation (other than a subdivision or combination provided for elsewhere in this Section 4 and other than a consolidation, merger or sale which is treated as a Liquidation pursuant to Subsection 2(d), each share of Series A Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series A Preferred Stock would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions in this Section 4 set forth with respect to the rights and interest thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Adjusted Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

(viii) Adjustments for Other Distributions. In the event the Corporation at any time or from time to time shall fix a record date for the determination of holders of Common

Stock entitled to receive, any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted pursuant to this Section B(4) then, and in each such event, provision shall be made such that the holders of each share of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of the securities of the Corporation that they would have received had their shares of Series A Preferred Stock been converted into shares of Common Stock on the date of such event and had then thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section B(4) with respect to the rights of the holders of such shares of Series A Preferred Stock

(e) No Impairment. The Corporation will not, by amendment of these Articles of Incorporation 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 will at all times in good faith assist in carrying out all of 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 shares of Series A Preferred Stock against impairment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Adjusted Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of shares of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, promptly upon the written request at any time of any holder of shares of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Adjusted Conversion Price then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which then would be received upon the conversion of shares of Series A Preferred Stock.

(g) Notice of Record Date: In the event:

(i) that the Corporation shall fix a record date for the determination of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class of any other securities or property, or to receive any other right;

(ii) that the Corporation subdivides or combines its outstanding shares of Common Stock;

(iii) of any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or

(H00000008062 2)

stock distribution thereon), or of any consolidation or merger of the Corporation into or with another corporation, or of the sale of all or substantially all of the assets of the Corporation;

(iv) of the involuntary or voluntary dissolution, liquidation or winding up of the Corporation; or

(v) any recapitalization of the capital stock of the Corporation; then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the shares of Series A Preferred Stock, if any, and shall cause to be mailed to the holders of the shares of Series A Preferred Stock at their last addresses as shown on the records of the Corporation or such transfer agent, at least fifteen (15) days before the record date specified below, a notice stating:

(A) the record date of such dividend, distribution, subdivision or combination, or, if a record date is not established, the date as of which the holders of the applicable class of securities of record to be entitled to such dividend, distribution, subdivision or combination are to be determined, or

(B) the date of which such recapitalization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of the applicable class of securities of record shall be entitled to exchange their shares of the applicable class of securities for securities or other property deliverable upon such recapitalization, reclassification, consolidation, merger, sale, dissolution or winding up.

(h) Payment of Taxes. The Corporation shall pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock under this Section B(4) or Section B(5) hereof, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered.

5. Mandatory Conversion.

(a) Upon the first to occur of (i) the effective date of a registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which the per share price is at least \$2.25 (subject to adjustment for any stock dividend, stock split, combination or other similar recapitalizations) and the aggregate net cash received by the Corporation (after deducting any expenses, underwriting discounts, commissions and fees or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale) is at least \$5,000,000 (a "Qualified IPO") and (ii) the affirmative vote of the holders in interest of a majority of the outstanding shares of Series A Preferred Stock, then, effective upon the closing of the Qualified IPO or such affirmative vote of the holders in interest of a majority of the then issued and outstanding shares of Series A Preferred Stock, as

applicable, all outstanding shares of Series A Preferred Stock shall automatically convert to shares of Common Stock in the manner provided elsewhere herein, including, without limitation, the adjustments contemplated by Section B(4).

(b) All certificates evidencing shares of Series A Preferred Stock will be required to be surrendered in connection with the mandatory conversion described in this Section 5 and such certificates shall, from and after the date such certificates are so required to be surrendered, be deemed to have been retired and canceled and the shares of Series A Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates. The Corporation shall, as soon as practicable after the date of conversion, issue and deliver at the office of the transfer agent for the shares of Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), to such holder of shares of Series A Preferred Stock, or to his or its nominee, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fraction of a share). The Corporation may thereafter take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

6. Redemption at Option of Holders.

(a) At the option of the holders of a majority in interest of the aggregate number of shares of Series A Preferred Stock, the Corporation shall redeem, commencing on March 4, 2004 (the "*Redemption Trigger Date*") and continuing on the immediately succeeding two anniversaries thereof, in three (3) installments (each such date a "*Series A Preferred Stock Redemption Date*"), the number of shares of Series A Preferred Stock held by all holders as specified below. To exercise their rights of redemption provided in this Section 6, the holders of a majority in interest of the aggregate number of shares of Series A Preferred Stock shall deliver to the secretary or the treasurer of the Corporation no less than sixty (60) days prior to the applicable Series A Preferred Stock Redemption Date a written notice (the "*Redemption Notice*") informing the Corporation of the exercise of the redemption rights by the holders of shares of Series A Preferred Stock. No later than ten (10) days after the applicable Preferred Stock Redemption Date, the Corporation shall redeem the number of shares of Series A Preferred Stock specified below for each applicable Series A Preferred Stock Redemption Date, by paying in cash therefor, the greater of (i) the Primary Liquidation Preference as of the Series A Preferred Stock Redemption Date and (ii) the then current per share fair market value of the Series A Preferred Stock, as determined in accordance with Section 6(e) below (the greater of such amounts with respect to Series A Preferred Stock being referred to as the "*Series A Redemption Price*"). With respect to (i) the first Series A Preferred Stock Redemption Date the Corporation shall be required to redeem in aggregate one-third (1/3) of the aggregate number of shares of Series A Preferred Stock originally issued; (ii) the second Series A Preferred Stock Redemption Date the Corporation shall be required to redeem in aggregate, taking into effect the prior redemption, one-half (1/2) of the aggregate remaining number of issued and outstanding shares of Series A Preferred Stock; and (iii) the third Series A Preferred Stock Redemption Date the Corporation shall be required to redeem the remaining issued and outstanding

shares of Series A Preferred Stock originally issued. In the event that the holders in interest of a majority of the aggregate number of shares of Series A Preferred Stock, do not elect to exercise their redemption right on the Redemption Trigger Date in the manner provided herein, the holders in interest of a majority of the aggregate number of shares of Series A Preferred Stock may elect to exercise such redemption right at a subsequent anniversary, provided, however, except as set forth in the immediately succeeding sentence, in no event shall the Corporation be required to redeem more than one-third (1/3) of the aggregate number of shares of Series A Preferred Stock originally issued by the Corporation on any Series A Preferred Stock Redemption Date.

(b) In the event the Corporation does not have sufficient funds legally available to redeem all shares to be redeemed at the Series A Preferred Stock Redemption Date, then: (i) on the next Series A Preferred Stock Redemption Date, the Corporation shall be required to redeem all the previously tendered but unredeemed shares of Series A Preferred Stock plus all new shares of such stock tendered for redemption, which may cause the Corporation to redeem more than one-third (1/3) of the aggregate number of shares of Series A Preferred Stock originally issued by the Corporation and dividends on the shares of Series A Preferred Stock shall continue to accrue until redemption, and accrued and unpaid dividends shall be paid at redemption; (ii) notwithstanding any other provision of these Articles of Incorporation or the Corporation's By-Laws to the contrary, for so long as the Corporation is unable to redeem such shares of Series A Preferred Stock in accordance with the terms and conditions of this Section 6, the holders of shares of Series A Preferred Stock shall be entitled to elect a majority of the directors comprising the Corporation's Board of Directors; and (iii) the Adjusted Conversion Price shall be reduced by such amount as to increase the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible by 10%, and at the end of and for each three-month period thereafter in which the redemption obligations of the Corporation have not been satisfied in full, such downward reduction of the Adjusted Conversion Price shall occur.

(c) On or prior to each Series A Preferred Stock Redemption Date, each holder of shares of Series A Preferred Stock shall surrender his or its certificate or certificates representing the shares to be redeemed in the manner and at the place designated in the Redemption Notice. From and after the Redemption Date, unless there shall be a default in payment of the Redemption Price or the Corporation is unable to pay the Redemption Price due to not having sufficient legally available funds, all rights of each holder with respect to the shares of Series A Preferred Stock redeemed on the Redemption Date shall cease and terminate with respect to such shares (except for the right to receive the Redemption Price, without interest, upon surrender of the certificate or certificates therefor), and such shares shall not be deemed to be outstanding for any purpose whatsoever. Such redeemed shares of Series A Preferred Stock shall not be reissued. Nothing herein shall prevent or restrict the purchase by the Corporation, from time to time, of all or any of the shares of Series A Preferred Stock at such price or prices as the Corporation may negotiate, subject to the provisions of applicable law.

(d) Within ten (10) days of receipt by the Corporation of the Redemption Notice, a disinterested appraisal firm which is a member of a recognized professional association reasonably

acceptable to the Corporation and the holders of a majority of the shares of Shares of Series A Preferred Stock to be redeemed shall determine the fair market value as set forth below. If the parties are unable to agree on an appraisal firm within ten (10) days after the receipt of such redemption notice by the Corporation, a firm shall be selected by lot from the top-tier New York-based investment banking firms, after the Corporation and the redeeming holders of shares of shares of Series A Preferred Stock have each eliminated one such firm. The firm so selected shall then make a determination of the fair market value, and, using such determination of fair market value, shall calculate the Series A Redemption Price. The selection and determination of such firms shall be final and binding upon all parties. The expenses of such firms shall be borne equally by the holders of the shares of Series A Preferred Stock, as a group, and the Corporation.

7. No Preemptive Rights. The Corporation's shareholders shall have no preemptive rights, except as granted by the Corporation pursuant to written agreements.

FIFTH: Board of Directors.

Except as otherwise provided in these Articles of Incorporation or a certificate of designation relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to the By-Laws of the Corporation (the "By-Laws"). No director of the Corporation (a "Director") need be a shareholder.

SIXTH: Indemnification. To the maximum extent permitted by the Florida Law, the Corporation shall:

(a) indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint

venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

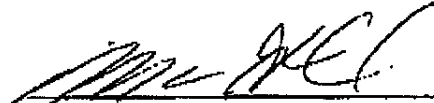
The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and a Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

SEVENTH: Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute and the Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

{Signatures on next page}

(H00000008062 2)

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Maurice Heiblum, its President, this 22nd day of February, 2000.



Maurice Heiblum, President

(H00000008062 2)