

Division of Corporations

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Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

BASIC AMENDMENT

SEISINT, INC.

Certificate of Status	0
Certified Copy	1
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Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE TO FIFTH ARTICLES OF RESTATEMENT
OF
SEISINT, INC.**

Seisint, Inc., a corporation organized and existing under the laws of the State of Florida,
hereby certifies as follows:

1. The name of the corporation is Seisint, Inc. (the "Corporation").

2. Pursuant to Section 607.1007 of the Florida Business Corporation Act, the attached form of Fifth Articles of Restatement amend and restate the Fourth Amended and Restated Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on May 24, 2001 (the "Fourth Amended and Restated Articles of Incorporation"). The attached form of Fifth Articles of Restatement was duly adopted by the directors of the Corporation at a meeting held on September 14, 2001 in accordance with the provisions of the Florida Business Corporation Act. No Shareholder approval required.

3. The Fourth Amended and Restated Articles of Incorporation is hereby amended and restated to read as follows:

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**Fifth Articles of Restatement
of
Seisint, Inc.**

ARTICLE I.- NAME AND ADDRESS

The name of this corporation is Seisint, Inc. (the "Corporation") The address of the principal office and the mailing address of the Corporation is 6601 Park of Commerce Drive, Boca Raton, Florida 33431.

ARTICLE II.- PURPOSE

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

ARTICLE III.- REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Kenneth J. Schwartz	6601 Park of Commerce Drive Boca Raton, Florida 33431

ARTICLE IV.- CAPITAL STOCK

Section 1. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 50,000,000 shares of common stock, each with a par value of \$.001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.001 per share (the "Preferred Stock"). The Preferred Stock shall be divided into series.

Of the authorized shares of Preferred Stock, 1,587,302 shares shall be designated as "Series A Preferred Stock" and shall have the powers, designations, preferences, rights, qualifications, limitations and restrictions set forth in this Fifth Articles of Restatement (the "Articles").

Of the authorized shares of Preferred Stock, 634,921 shares shall be designated as "Series B Preferred Stock" and shall have the powers, designations, preferences, rights, qualifications, limitations and restrictions set forth in these Articles.

Of the authorized shares of Preferred Stock, 1,269,841 shares shall be designated as "Series C Preferred Stock" and shall have the powers, designations, preferences, rights, qualifications, limitations and restrictions set forth in these Articles.

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to

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perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional, or other special rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series as may be permitted by the Florida Business Corporation Act, including, without limitation, the authority to provide that any such class or series may be (a) subject to redemption at such time or times and at such price or prices; (b) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (c) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (d) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, or other securities or property, of the Corporation at such price or prices or at such rates of exchange and with such adjustments, all as may be stated in such resolution or resolutions.

Section 3. The powers, designations, preferences, rights, qualifications, limitations and restrictions (the "Designations") of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock are as set forth in this Sections 3 through 7 of this Article IV. For the purposes of these Designations, the following terms shall have the meanings specified below:

"Additional Shares of Common Stock" shall have the meaning provided in Sections 4(e)(6)(ii), 5(d)(6)(ii) and 6(d)(6)(ii) hereof.

"Common Stock Equivalents" shall have the meaning provided in Section 4(e)(6)(ii) hereof.

"Conversion Rights" shall have the meanings provided in Section 4(e), 5(d) and 6(d) hereof.

"Deemed Liquidation" shall have the meanings provided in Section 5(b) and 6(b) hereof.

"Exchange Shares" shall mean up to 467,330 shares of Series A Preferred Stock that the Corporation shall issue in exchange for up to 467,330 shares of Common Stock held by the shareholders identified in the minutes of the meeting of the Board of Directors of the Corporation held on May 18, 2001, such Exchange Shares to be issued on the basis of one share of Series A Preferred Stock for each Common Stock surrendered to the Corporation by such holders.

"Issue Price" shall mean \$15.75 per share of Series A Preferred Stock, \$15.75 per share of Series B Preferred Stock, and \$15.75 per share of Series C Preferred Stock.

"Junior Securities" shall have the meaning specified in Section 4(a) hereof.

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"Liquidation" shall have the meaning provided in Section 4(c) hereof.

"Original Issue Date" shall mean the date on which shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, are first actually issued by the Corporation; provided, however (a) with respect to each Exchange Share, the Original Issue Date shall be the date on which the Corporation first actually issued the share of Common Stock upon surrender of which such Exchange Shares were issued, (b) with respect to Series B Preferred Stock, the Original Issue Date is May 23, 2001, and (c) with respect to Series C Preferred Stock, the Original Issue Date is a date in September 2001.

"Parity Securities" shall have the meaning specified in Section 4(a) hereof.

"Person" means any individual, firm, corporation, partnership, trust, limited liability company, incorporated or unincorporated association, joint venture, joint stock company, or other entity of any kind, and shall include any successor (by merger or otherwise) of any such entity.

"Qualified Public Offering" means a firm commitment or best efforts underwritten public offering of the Common Stock of the Company on terms set in arms length negotiations and providing aggregate net proceeds (after deducting underwriting discounts and expenses) to the Company of at least Fifty Million Dollars (\$50,000,000) at a public offering price of at least \$20.00 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares).

"Senior Securities" shall have the meaning specified in Section 4(a) hereof.

"Series A Conversion Price" shall have the meaning provided in Section 4(e)(1) hereof.

"Series A Conversion Rate" shall have the meaning provided in Section 4(e)(1) hereof.

"Series A Preferred Stock" shall mean the shares of Series A Preferred Stock of the Corporation, par value \$.001 per share.

"Series B Conversion Price" shall have the meaning provided in Section 5(d)(1) hereof.

"Series B Conversion Rate" shall have the meaning provided in Section 5(d)(1) hereof.

"Series B Dividends" shall have the meaning provided in Section 5(a) hereof.

"Series B Preferred Stock" shall mean the shares of Series B Preferred Stock of the Corporation, par value \$.001 per share.

"Series C Conversion Price" shall have the meaning provided in Section 6(d)(1) hereof.

"Series C Conversion Rate" shall have the meaning provided in Section 6(d)(1) hereof.

"Series C Dividends" shall have the meaning provided in Section 6(a) hereof.

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"Series C Preferred Stock" shall mean the shares of Series C Preferred Stock of the Corporation, par value \$.001 per share.

Section 4. The Designations granted to and imposed upon the Series A Preferred Stock are as follows:

(a) Rank. The shares of Series A Preferred Stock shall, with respect to the distribution of assets upon a Liquidation, rank: (i) senior and prior to the Common Stock and any other class or series of capital stock of the Corporation currently or hereafter issued, other than Senior or Parity Securities, (collectively, "Junior Securities"); (ii) on parity with any class or series of preferred stock of the Corporation hereafter issued, the terms of which specifically provide that shares of such class or series of preferred stock shall rank pari passu with the Series A Preferred Stock (collectively, "Parity Securities"); and (iii) junior to the Series B Preferred Stock and Series C Preferred Stock of the Corporation and any other class or series of preferred stock hereafter issued, the terms of which specifically provide that shares of such class or series of preferred stock shall rank senior to the Series A Preferred Stock (collectively, "Senior Securities"). The shares of Series A Preferred Stock shall, with respect to the payment of dividends, rank: (i) on parity with any Parity Securities, unless any such Parity Securities specifically provide that they rank senior with respect to payment of dividends; (ii) as described in Subsection (b) hereof with respect to the Common Stock; (iii) senior to any Junior Securities other than the Common Stock; and (iv) junior to any Senior Securities.

(b) Dividend Rights. Each holder of Series A Preferred Stock shall participate in any dividend declared on the Common Stock (other than a stock dividend pursuant to which the Conversion Price and Conversion Rate are adjusted under Subsection (e)(5) hereof) on a pro rata basis in proportion to the number of shares of Common Stock which would be held of record by such holder upon the conversion of all of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such dividend or distribution; provided, however, that no dividend shall be paid on shares of Common Stock unless the amount payable to the holders of the Series A Preferred Stock with respect to such dividend (as described above) has been reserved for payment by the Corporation.

(c) Liquidation Rights.

(1) In the event of any liquidation, dissolution or winding up of the Corporation, or of such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole (a "Liquidation"), each holder of shares of Series A Preferred Stock then outstanding shall be entitled to receive, out of the assets of the Corporation at the time legally available therefor, before any distribution or payment shall be made to the holders of outstanding Junior Securities, including, but not limited to, the Common Stock, and on a pari passu basis with the rights of the holders of any Parity Securities, an amount per share of Series A Preferred Stock equal to the Issue Price, plus any and all declared and unpaid dividends on each such share computed to the date of payment thereof. If, upon any such Liquidation, the assets of the Corporation available therefor shall be insufficient to permit the payment in full to the holders of outstanding shares of Series A Preferred Stock and any Parity Securities of the preferential liquidation amounts to which they are then entitled pursuant to this Subsection (c)(1), then, following payment in full to

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any holders of Senior Securities of the preferential liquidation amounts to which they are then entitled, the entire assets of the Corporation thus distributable shall be distributed among the holders of outstanding shares of Series A Preferred Stock and any Parity Securities on a pro rata basis in proportion to the full amounts to which such holders would otherwise be entitled if such assets were sufficient to permit payment in full.

(2) Upon any such Liquidation, after the payment in full to the holders of Senior Securities and outstanding shares of Series A Preferred Stock and any Parity Securities of the preferential liquidation amounts to which they are then entitled, each holder of outstanding shares of Series A Preferred Stock shall be entitled to participate in any further distributions made to the holders of the Common Stock on a pro rata basis in proportion to the number of shares of Common Stock which would be held by such holder upon conversion of all of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such distribution.

(3) The sale of all or substantially all of the assets of the Corporation, the sale of a majority of the outstanding Common Stock of the Corporation or the merger of the Corporation with or into another corporation shall not be deemed to be a Liquidation for purposes of this Subsection (c).

(d) Voting Rights.

Except as set forth specifically below, each holder of a share of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock would be convertible under the circumstances described in Subsection (e) hereof on the record date for the vote or consent of shareholders, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of a share of the Series A Preferred Stock shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting. The holders of the Series A Preferred Stock shall vote together with holders of the Common Stock as a single class upon any matter submitted to a vote of stockholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Series A Preferred Stock. Fractional votes shall not be permitted, and the number of votes to which a holder of Series A Preferred Stock shall be entitled shall be rounded down to the nearest whole number.

(e) Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(1) Conversion Rate. For purposes of this Subsection (e), the shares of Series A Preferred Stock shall be convertible, at the times and under the conditions described in this Subsection (e) hereafter, at the rate (the "Series A Conversion Rate") of one share of Series A Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Issue Price by the Series A Conversion Price (defined hereinafter). Thus, the number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon any conversion provided for in this Subsection (e) shall be the product obtained by

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multiplying the Series A Conversion Rate by the number of shares of Series A Preferred Stock being converted. The "Series A Conversion Price" shall initially be equal to the Invested Amount, and shall be subject to adjustment as provided hereafter in this Subsection (e). The initial Series A Conversion Rate shall be one share of Common Stock for one share of Series A Preferred Stock.

(2) Optional Conversion. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into Common Stock at the then effective Series A Conversion Rate. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Series A Preferred Stock to be converted in accordance with the procedures described in Subsection (e)(4) below.

(3) Automatic Conversion. Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, every outstanding share of Series A Preferred Stock shall automatically be converted into Common Stock at the then effective Series A Conversion Rate. In any conversion pursuant to this Subsection (e)(3), such conversion shall be automatic, without need for any further action by the holders of shares of Series 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 conversion until certificates evidencing such shares of Series A Preferred Stock so converted are surrendered to the Corporation in accordance with the procedures described in Subsection (e)(4) below. Upon the conversion of the Series A Preferred Stock pursuant to this Subsection (e)(3), 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 Series 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 Series 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 (e)(4) below.

No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of fractional shares, the Corporation shall pay therefor, at the time of any conversion of Series A Preferred Stock as herein provided, an amount in cash equal to such fraction *multiplied by* the then effective Series A Conversion Price, payable as promptly as possible when funds are legally available therefore.

(4) Mechanics of Conversion; Payment of Dividends. Before any holder of Series A Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Series A Preferred Stock are converted in accordance with Subsections (e)(2) or (e)(3) above, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and 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

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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 certificates, issue and deliver at such office to such holder of Series 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 (e)(2) or (e)(3) 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. In addition, simultaneously with any conversion, any declared and unpaid dividends payable on such Series A Preferred Stock shall be paid by the Corporation to the holder of such Series A Preferred Stock.

(5) Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series A Preferred Stock effects a subdivision or split of its Common Stock into a greater number of shares of Common Stock or shall issue a stock dividend on the outstanding Common Stock without an equivalent subdivision or split of, or dividend on, the Series A Preferred Stock, then in such event the Series A Conversion Price in effect immediately prior to such subdivision or split or the issuance of such dividend shall be proportionately decreased (and the Series A Conversion Rate thus proportionately increased), effective at the close of business on the date of such subdivision, split or dividend. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series A Preferred Stock effects a combination of the outstanding Common Stock into a lesser number of shares without an equivalent combination of the outstanding Series A Preferred Stock, then in such event the Series A Conversion Price in effect immediately prior to such combination, shall be proportionately increased (and the Series A Conversion Rate thus proportionately decreased), effective at the close of business on the date of such combination.

(6) Adjustment of Conversion Rate for Dilutive Issues.

(i) Except as otherwise provided in this Subsection (e)(6), in the event the Corporation issues any Additional Shares of Common Stock (as defined below) within one hundred eighty (180) days following the Original Issue Date of the Series A Preferred Stock, at a per share consideration less than the Series A Conversion Price then in effect, then the Series A Conversion Price shall be reduced to the price (calculated to the nearest cent) determined to be the per share consideration, if any, received, or deemed to have been received, pursuant to Subsection (e)(6)(iii), by the Corporation upon such issuance of Additional Shares of Common Stock.

(ii) With respect to the Series A Convertible Preferred Stock, "Additional Shares of Common Stock" shall mean either (x) shares of Common Stock, or (y) the maximum number of shares of Common Stock issuable upon conversion, exchange or exercise of securities or rights convertible into, exchangeable for, or entitling the holder thereof to receive

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shares of Common Stock, as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number (hereinafter referred to as "Common Stock Equivalents"); provided, however, that Additional Shares of Common Stock shall not include:

(A) shares of Common Stock issued upon the conversion of shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock or the issuance of the Exchange Shares;

(B) shares of Common Stock pursuant to which the Series A Conversion Price and the Series A Conversion Rate are adjusted under Subsection (e)(5) hereof or shares of Common Stock pursuant to which the Series B Conversion Price and Series B Conversion Rate is adjusted under Subsection 5(d)(5) or shares of Common Stock pursuant to which the Series C Conversion Price and Series C Conversion Rate are adjusted under Subsection 6(d)(5);

(C) shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents that have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued;

(D) shares of Common Stock issued or issuable to officers, directors, employees or consultants to or of the Corporation pursuant to stock option agreements, restricted stock awards, warrants or similar arrangements approved by the Board of Directors other than in a transaction primarily for the purpose of raising capital;

(E) shares of Common Stock issued or issuable in connection with a strategic partnership relationship or the acquisition of all or part of another corporation or other entity by merger, reorganization or otherwise (as approved by the Board of Directors);

(F) shares of Common Stock issued or issuable pursuant to a joint venture, strategic alliance or research, development or product distribution agreement with another corporation (as approved by the Board of Directors); and

(G) shares of Common Stock issued or issuable in connection with any equipment leasing or bank financing transactions or to vendors of the Corporation (as approved by the Board of Directors).

(iii) The per share consideration with respect to the sale or issuance of a share of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to the sale or issuance of Common Stock Equivalents that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share

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consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. The issuance of Common Stock or Common Stock Equivalents for no consideration shall be deemed to be an issuance at a per share consideration of \$.001. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for non-cash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation in good faith.

(iv) Once any Additional Shares of Common Stock have been treated as having been issued for the purpose of this Subsection (e)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto.

(7) Recapitalizations, Reorganizations, etc. In the event of any recapitalization, reorganization, consolidation or merger of the Corporation with or into another Person or the sale, transfer or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries (viewed as a whole) to another Person, 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 that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series A Preferred Stock would have been entitled upon such recapitalization, reorganization, 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 set forth in this Subsection (e) with respect to the rights and interests thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this Subsection (e) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series A Preferred Stock.

Section 5. The Designations granted to and imposed upon the Series B Preferred Stock are as follows:

(a) Dividend Rights. The holders of Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for that purpose, cash dividends at the rate of eight percent (8%) per share per annum, on the Issue Price (the "Series B Dividends"). The Series B Dividends will not cumulate. Such Series B Dividends shall be prior and in preference to any payment of any dividend on the Series A Preferred Stock or the Common Stock and on a pari passu basis with the Series C Preferred Stock. No dividends shall be paid on the Series A Preferred Stock or Common Stock of the Corporation during any fiscal year of the Corporation (other than a stock dividend pursuant to which the Series B Conversion Price and Series B Conversion Rate are adjusted under Subsection (d)(5) hereof) until the Series B Dividends and Series C Dividends shall have been paid and set apart during that fiscal year. The Board of Directors shall not declare or pay any dividends on the Series B Preferred Stock unless dividends are concurrently declared or paid on the Series C Preferred

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Stock. Each holder of Series B Preferred Stock shall participate in any dividend declared on the Common Stock (other than a stock dividend pursuant to which the relevant Series B Conversion Price and Series B Conversion Rate are adjusted under Subsection (d)(5) hereof) on a pro rata basis in proportion to the number of shares of Common Stock which would be held of record by such holder upon the conversion of all of the shares of Series B Preferred Stock under the circumstances described in Subsection (d) hereof on the record date for such dividend or distribution; provided, however, that no dividend shall be paid on shares of Common Stock unless the amount payable to the holders of the Series B Preferred Stock and Series C Preferred Stock with respect to such dividend (as described above) has been reserved for payment by the Corporation.

(b) Liquidation Rights. In the event of a Liquidation or any merger, consolidation, acquisition, sale of voting control or sale of substantially all the stock or assets of the Corporation in which the shareholders of the Corporation immediately before such transaction do not own a majority of the outstanding shares of the surviving corporation (a "Deemed Liquidation") (provided that a transfer of the proxy granted under Section 4 of the Fourth Amended and Restated Shareholders Agreement of the Corporation, dated June 2001, or any amendments thereof, to an executive officer or a director of the Corporation shall not be a Deemed Liquidation), the holders of Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or funds of this Corporation to the holders of the Series A Preferred Stock and the Common Stock by reason of their ownership thereof, on a pari passu basis with the Series C Preferred Stock an amount per share equal to two (2) times the Issue Price for each outstanding share of Series B Preferred Stock (appropriately adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like) plus an amount equal to all declared but unpaid dividends on the Series B Preferred Stock.

(1) The Board of Directors will not make any distributions upon a Liquidation or a Deemed Liquidation unless distributions are concurrently made on the Series B Preferred Stock and the Series C Preferred Stock. If upon the occurrence of Liquidation or a Deemed Liquidation, the assets and funds of this Corporation legally available for distribution to stockholders by reason of their ownership of the stock of this Corporation shall be insufficient to permit the payment to such holders of Series B Preferred Stock and the Series C Preferred Stock of the full aforementioned preferential amount, then the entire assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock and the Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive (two (2) times the Issue Price for the Series B Preferred Stock, plus any declared but unpaid dividends, and one (1) times the Issue Price for the Series C Preferred Stock, plus any declared but unpaid dividends).

(2) If any of the assets of this Corporation are to be distributed under Sections 4(c) or 5(b), or for any purpose, in a form other than cash, then the Board of Directors shall promptly determine in good faith the value of the assets to be distributed to the holders of Series B Preferred Stock. This Corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Series B Preferred Stock.

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(c) Voting Rights.

(1) Except as set forth specifically below, each holder of shares of the Series B Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series B Preferred Stock could be converted on the record date for the vote or consent of shareholders, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class). Each holder of shares of the Series B Preferred Stock shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded down to the nearest whole number. Each holder of Common Stock shall be entitled one (1) vote for each share of Common Stock held.

(2) Until such time as the Corporation has effected a Qualified Public Offering, so long as any Series B Preferred Stock is outstanding, notwithstanding any other provision of the Corporation's Articles and in addition to any other required vote of the stockholders of the Corporation, the affirmative vote of the holders of at least a majority of the Series B Preferred Stock, voting as a separate class, at the time outstanding, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be required in order to authorize or effect:

(i) any change to the rights, preferences, privileges or powers of, or the restrictions provided for the benefit of, the Series B Preferred Stock; or

(ii) any amendment, modification or waiver of any provision of these Articles or the by-laws of the Corporation that would adversely affect the rights, powers or preferences of the Series B Preferred Stock or any amendment to this Subsection (c) of these Articles.

(d) Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows:

(1) Conversion Rate. For purposes of this Subsection (d), the shares of Series B Preferred Stock shall be convertible, at the times and under the conditions described in this Subsection (d) hereafter, at the rate (the "Series B Conversion Rate") of one share of Series B Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Issue Price by the Series B Conversion Price (defined hereinafter). Thus, the number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled upon any conversion provided for in this Subsection (d) shall be the product obtained by multiplying the Series B Conversion Rate by the number of shares of Series B Preferred Stock being converted. The "Series B Conversion Price" shall initially be equal to the Issue Price, and shall be subject to adjustment as provided hereafter in this Subsection (d). The initial Series B Conversion Rate shall be one share of Common Stock for one share of Series B Preferred Stock.

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(2) *Optional Conversion.* Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such stock, into Common Stock at the then effective Series B Conversion Rate. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of such stock to be converted in accordance with the procedures described in Subsection (d)(4) below.

(3) *Automatic Conversion.* Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, every outstanding share of Series B Preferred Stock shall automatically be converted into Common Stock at the then effective Series B Conversion Rate. In any conversion pursuant to this Subsection (d)(3), such conversion shall be automatic, without need for any further action by the holders of shares of Series B 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 conversion until certificates evidencing such shares of Series B Preferred Stock so converted are surrendered to the Corporation in accordance with the procedures described in Subsection (d)(4) below. Upon the conversion of the Series B Preferred Stock pursuant to this Subsection (d)(3), 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 Series B Preferred Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Series B 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 (d)(4) below.

No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock. In lieu of fractional shares, the Corporation shall pay therefor, at the time of any conversion of Series B Preferred Stock as herein provided, an amount in cash equal to such fraction *multiplied* by the then effective Series B Conversion Price payable as promptly as possible when funds are legally available therefore.

(4) *Mechanics of Conversion; Payment of Dividends.* Before any holder of Series B Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Series B Preferred Stock are converted in accordance with Subsections (d)(2) or (d)(3) above, such holder shall surrender the certificate or certificates for such shares of Series B Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and 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 certificates, issue and deliver at such office to such holder of Series B 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

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Common Stock issuable upon a conversion pursuant to Subsections (d)(2) or (d)(3) 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. In addition, simultaneously with any conversion, any declared and unpaid dividends payable on such Series B Preferred Stock shall be paid by the Corporation to the holder of such stock.

(5) *Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends.* In the event the Corporation at any time after the Original Issue Date of the Series B Preferred Stock effects a subdivision or split of its Common Stock into a greater number of shares of Common Stock or shall issue a stock dividend on the outstanding Common Stock without an equivalent subdivision or split of, or dividend on, the Series B Preferred Stock, then, in such event, the Series B Conversion Price in effect immediately prior to such subdivision or split or the issuance of such dividend shall be proportionately decreased (and the Series B Conversion Rate thus proportionately increased), effective at the close of business on the date of such subdivision, split or dividend. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series B Preferred Stock effects a combination of the outstanding Common Stock into a lesser number of shares without an equivalent combination of the outstanding Series B Preferred Stock, then in such event the Series B Conversion Price in effect immediately prior to such combination, shall be proportionately increased (and the Series B Conversion Rate thus proportionately decreased), effective at the close of business on the date of such combination.

(6) *Adjustment of Conversion Rate for Dilutive Issues.*

(i) In the event the Corporation issues any Additional Shares of Common Stock on or before May 23, 2002, at a per share consideration less than the Series B Conversion Price then in effect, then the Series B Conversion Price shall be reduced to the price (calculated to the nearest cent) determined to be the per share consideration, if any, received, or deemed to have been received, pursuant to Subsection (d)(6)(iii), by the Corporation upon such issuance of Additional Shares of Common Stock.

If after May 23, 2002, the Corporation issues any Additional Shares of Common Stock at a per share consideration less than the Series B Conversion Price then in effect, then the Series B Conversion Price shall be reduced, concurrently with such issue, to the price (calculated to the nearest cent) determined by multiplying the Series B Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series B Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to the issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and any and all other securities convertible into or exchangeable for Common Stock, had

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been fully converted into shares of Common Stock immediately prior to such issuance, but not including in such calculation (a) any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date; (b) any additional shares of Common Stock issuable with respect to shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock; or (c) any and all other securities convertible into or exchangeable for Common Stock, or outstanding options, warrants or other rights for the purchase of shares of stock or convertible securities, solely as a result of the adjustment of Series B Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(ii) With respect to the Series B Preferred Stock, "Additional Shares of Common Stock" shall mean either (x) shares of Common Stock, or (y) Common Stock Equivalents; provided, however, that Additional Shares of Common Stock shall not include:

(A) shares of Common Stock issued upon the conversion of shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock or the issuance of the Exchange Shares;

(B) shares of Common Stock pursuant to which the Series B Conversion Price and the Series B Conversion Rate are adjusted under Subsection (d)(5) hereof or shares of Common Stock pursuant to which the Series A Conversion Price and the Series A Conversion Rate are adjusted under Section 4(e)(5) or shares of Common Stock pursuant to which the Series C Conversion Price and Series C Conversion Rate are adjusted under Section 6(d)(5);

(C) shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents that have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued;

(D) shares of Common Stock issued or issuable to officers, directors, employees or management-level consultants being provided with options upon terms and conditions similar to those provided to a corresponding management level employee of the Corporation to or of the Corporation pursuant to stock option agreements, restricted stock awards, warrants or similar arrangements approved by the Board of Directors, but not to exceed seven million two hundred thousand (7,200,000) shares of the Corporation's Common Stock in the aggregate; or

(E) shares of Common Stock issued or issuable in connection with any equipment leasing or bank financing transactions provided the value of the securities issued or issuable in connection with any such transaction shall not exceed ten percent (10%) of the principal value of the transaction, as approved by the Board of Directors.

(iii) The per share consideration with respect to the sale or issuance of a share of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to

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the sale or issuance of Common Stock Equivalents that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. The issuance of Common Stock or Common Stock Equivalents for no consideration shall be deemed to be an issuance at a per share consideration of \$.001. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for non-cash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation in good faith.

(iv) Once any Additional Shares of Common Stock have been treated as having been issued for the purpose of this Subsection (d)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto.

(7) *Recapitalizations, Reorganizations, etc.* In the event of any recapitalization or reorganization other than a Deemed Liquidation, each share of Series B Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series B Preferred Stock would have been entitled upon such recapitalization or reorganization; 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 set forth in this Subsection (d) with respect to the rights and interests thereafter of the holders of Series B Preferred Stock, to the end that the provisions set forth in this Subsection (d) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series B Preferred Stock.

Section 6. The Designations granted to and imposed upon the Series C Preferred Stock are as follows:

(a) Dividend Rights. The holders of Series C Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for that purpose, cash dividends at the rate of eight percent (8%) per share per annum, on the Issue Price (the "Series C Dividends"). The Series C Dividends will not cumulate. Such Series C Dividends shall be prior and in preference to any payment of any dividend on the Series A Preferred Stock or the Common Stock and on a pari passu basis with the Series B Preferred Stock. No dividends shall be paid on the Series A Preferred Stock or Common Stock of the Corporation during any fiscal year of the Corporation (other than a stock dividend pursuant to which the Series C Conversion Price and Series C Conversion Rate are adjusted under Subsection (d)(5) hereof)

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until the Series B Dividends and Series C Dividends shall have been paid and set apart during that fiscal year. The Board of Directors will not declare or pay any dividends on the Series B Preferred Stock unless dividends are concurrently declared or paid on the Series C Preferred Stock. Each holder of Series C Preferred Stock shall participate in any dividend declared on the Common Stock (other than a stock dividend pursuant to which the relevant Series C Conversion Price and Series C Conversion Rate are adjusted under Subsection (d)(5) hereof) on a pro rata basis in proportion to the number of shares of Common Stock which would be held of record by such holder upon the conversion of all of the shares of Series C Preferred Stock under the circumstances described in Subsection (d) hereof on the record date for such dividend or distribution; provided, however, that no dividend shall be paid on shares of Common Stock unless the amount payable to the holders of the Series C Preferred Stock and Series B Preferred Stock with respect to such dividend (as described above) has been reserved for payment by the Corporation.

(b) Liquidation Rights.

(1) In the event of a Liquidation or any merger, consolidation, acquisition, sale of voting control or sale of substantially all the stock or assets of the Corporation in which the shareholders of the Corporation immediately before such transaction do not own a majority of the outstanding shares of the surviving corporation (a "Deemed Liquidation") (provided that a transfer of the proxy granted under Section 4 of the Fourth Amended and Restated Shareholders Agreement of the Corporation, dated June 2001, or any amendments thereof, to an executive officer or a director of the Corporation shall not be a Deemed Liquidation), the holders of Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or funds of this Corporation to the holders of the Series A Preferred Stock and the Common Stock by reason of their ownership thereof and on a pari passu basis with the Series B Preferred Stock, an amount per share equal to one (1) times the Issue Price for each outstanding share of Series C Preferred Stock (appropriately adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like) plus an amount equal to all declared but unpaid dividends on the Series C Preferred Stock.

(2) The Board of Directors will not make any distributions upon a Liquidation or a Deemed Liquidation, unless distributions are concurrently made on the Series B Preferred Stock and Series C Preferred Stock. If upon the occurrence of Liquidation or a Deemed Liquidation, the assets and funds of this Corporation legally available for distribution to stockholders by reason of their ownership of the stock of this Corporation shall be insufficient to permit the payment to such holders of Series C Preferred Stock and Series B Preferred Stock of the full aforementioned preferential amount, then the entire assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock and the Series C Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive (two (2) times the Issue Price for the Series B Preferred Stock, plus any declared but unpaid dividends, and one (1) times the Issue Price for the Series C Preferred Stock, plus any declared but unpaid dividends).

(3) If any of the assets of this Corporation are to be distributed under Sections 4(c) or 5(b), or for any purpose, in a form other than cash, then the Board of Directors shall promptly determine in good faith the value of the assets to be distributed to the holders of

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Series C Preferred Stock. This Corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Series C Preferred Stock.

(c) Voting Rights.

(1) Except as set forth specifically below, each holder of shares of the Series C Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series C Preferred Stock could be converted on the record date for the vote or consent of shareholders, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class). Each holder of shares of the Series C Preferred Stock shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series C Preferred Stock held by each holder could be converted) shall be rounded down to the nearest whole number. Each holder of Common Stock shall be entitled one (1) vote for each share of Common Stock held.

(2) Until such time as the Corporation has effected a Qualified Public Offering, so long as any Series C Preferred Stock is outstanding, notwithstanding any other provision of the Corporation's Articles and in addition to any other required vote of the stockholders of the Corporation, the affirmative vote of the holders of at least a majority of the Series C Preferred Stock, voting as a separate class, at the time outstanding, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be required in order to authorize or effect:

(i) any change to the rights, preferences, privileges or powers of, or the restrictions provided for the benefit of, the Series C Preferred Stock; or

(ii) any amendment, modification or waiver of any provision of these Articles or the by-laws of the Corporation that would adversely affect the rights, powers or preferences of the Series C Preferred Stock or any amendment to this Subsection (c) of these Articles.

(d) Conversion. The holders of the Series C Preferred Stock shall have conversion rights as follows:

(1) Conversion Rate. For purposes of this Subsection (d), the shares of Series C Preferred Stock shall be convertible, at the times and under the conditions described in this Subsection (d) hereafter, at the rate (the "Series C Conversion Rate") of one share of Series C Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Issue Price by the Series C Conversion Price (defined hereinafter). Thus, the number of shares of Common Stock to which a holder of Series C Preferred Stock shall be entitled upon any conversion provided for in this Subsection (d) shall be the product obtained by multiplying the Series C Conversion Rate by the number of shares of Series C Preferred Stock

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being converted. The "Series C Conversion Price" shall initially be equal to the Issue Price, and shall be subject to adjustment as provided hereafter in this Subsection (d). The initial Series C Conversion Rate shall be one share of Common Stock for one share of Series C Preferred Stock.

(2) *Optional Conversion.* Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such stock, into Common Stock at the then effective Series C Conversion Rate. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of such stock to be converted in accordance with the procedures described in Subsection (d)(4) below.

(3) *Automatic Conversion.* Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, every outstanding share of Series C Preferred Stock shall automatically be converted into Common Stock at the then effective Series C Conversion Rate. In any conversion pursuant to this Subsection (d)(3), such conversion shall be automatic, without need for any further action by the holders of shares of Series C 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 conversion until certificates evidencing such shares of Series C Preferred Stock so converted are surrendered to the Corporation in accordance with the procedures described in Subsection (d)(4) below. Upon the conversion of the Series C Preferred Stock pursuant to this Subsection (d)(3), 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 Series C Preferred Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Series C 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 (d)(4) below.

No fractional shares of Common Stock shall be issued upon conversion of Series C Preferred Stock. In lieu of fractional shares, the Corporation shall pay therefor, at the time of any conversion of Series C Preferred Stock as herein provided, an amount in cash equal to such fraction *multiplied* by the then effective Series C Conversion Price payable as promptly as possible when funds are legally available therefore.

(4) *Mechanics of Conversion; Payment of Dividends.* Before any holder of Series C Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Series C Preferred Stock are converted in accordance with Subsections (d)(2) or (d)(3) above, such holder shall surrender the certificate or certificates for such shares of Series C Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and 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

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than thirty (30) days after the delivery of said certificates, issue and deliver at such office to such holder of Series C 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 (d)(2) or (d)(3) 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. In addition, simultaneously with any conversion, any declared and unpaid dividends payable on such Series C Preferred Stock shall be paid by the Corporation to the holder of such stock.

(5) *Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends.* In the event the Corporation at any time after the Original Issue Date of the Series C Preferred Stock effects a subdivision or split of its Common Stock into a greater number of shares of Common Stock or shall issue a stock dividend on the outstanding Common Stock without an equivalent subdivision or split of, or dividend on, the Series C Preferred Stock, then, in such event, the Series C Conversion Price in effect immediately prior to such subdivision or split or the issuance of such dividend shall be proportionately decreased (and the Series C Conversion Rate thus proportionately increased), effective at the close of business on the date of such subdivision, split or dividend. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series C Preferred Stock effects a combination of the outstanding Common Stock into a lesser number of shares without an equivalent combination of the outstanding Series C Preferred Stock, then in such event the Series C Conversion Price in effect immediately prior to such combination, shall be proportionately increased (and the Series C Conversion Rate thus proportionately decreased), effective at the close of business on the date of such combination.

(6) *Adjustment of Conversion Rate for Dilutive Issues.*

(i) In the event the Corporation issues any Additional Shares of Common Stock on or before May 23, 2002, at a per share consideration less than the Series C Conversion Price then in effect, then the Series C Conversion Price shall be reduced by an amount (calculated to the nearest cent) equal to 66.67% of the amount by which the Series B Conversion Price was reduced pursuant to Section 5(d)(6) of this Article IV in connection with such issuance of Additional Shares of Common Stock.

If after May 23, 2002, the Corporation issues any Additional Shares of Common Stock at a per share consideration less than the Series C Conversion Price then in effect, then the Series C Conversion Price shall be reduced, concurrently with such issue, to the price (calculated to the nearest cent) determined by multiplying the Series C Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series C Conversion Price in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to the issue plus the number of such Additional Shares of

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Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately prior to such issue shall be calculated on a fully diluted basis, as if all shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and any and all other securities convertible into or exchangeable for Common Stock, had been fully converted into shares of Common Stock immediately prior to such issuance, but not including in such calculation (a) any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date; (b) any additional shares of Common Stock issuable with respect to shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock; or (c) any and all other securities convertible into or exchangeable for Common Stock, or outstanding options, warrants or other rights for the purchase of shares of stock or convertible securities, solely as a result of the adjustment of Series C Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(ii) With respect to the Series C Preferred Stock, "Additional Shares of Common Stock" shall mean either (x) shares of Common Stock, or (y) Common Stock Equivalents; provided, however, that Additional Shares of Common Stock shall not include:

(A) shares of Common Stock issued upon the conversion of shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock or the issuance of the Exchange Shares;

(B) shares of Common Stock pursuant to which the Series C Conversion Price and the Series C Conversion Rate are adjusted under Subsection (d)(5) hereof or shares of Common Stock pursuant to which the Series A Conversion Price and the Series A Conversion Rate are adjusted under Subsection (e)(5) hereof or shares of Common Stock pursuant to which the Series B Conversion Price and Series B Conversion Rate is adjusted under Subsection 5(d)(5);

(C) shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents that have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued;

(D) shares of Common Stock issued or issuable to officers, directors, employees or management-level consultants being provided with options upon terms and conditions similar to those provided to a corresponding management level employee of the Corporation to or of the Corporation pursuant to stock option agreements, restricted stock awards, warrants or similar arrangements approved by the Board of Directors; or

(E) shares of Common Stock issued or issuable in connection with any equipment leasing or bank financing transactions provided the value of the securities issued or issuable in connection with any such transaction shall not exceed ten percent (10%) of the principal value of the transaction, as approved by the Board of Directors.

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(iii) The per share consideration with respect to the sale or issuance of a share of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to the sale or issuance of Common Stock Equivalents that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. The issuance of Common Stock or Common Stock Equivalents for no consideration shall be deemed to be an issuance at a per share consideration of \$.001. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for non-cash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation in good faith.

(iv) Once any Additional Shares of Common Stock have been treated as having been issued for the purpose of this Subsection (d)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto.

(7) *Recapitalizations, Reorganizations, etc.* In the event of any recapitalization or reorganization other than a Deemed Liquidation, each share of Series C Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series C Preferred Stock would have been entitled upon such recapitalization or reorganization; 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 set forth in this Subsection (d) with respect to the rights and interests thereafter of the holders of Series C Preferred Stock, to the end that the provisions set forth in this Subsection (d) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series C Preferred Stock.

Section 7. Terms applicable to Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock.

(1) *De Minimis Adjustments.* No adjustment to the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price (and, thereby, the respective Series A Conversion Rate, Series B Conversion Rate or Series C Conversion Rate) shall be made if such adjustment would result in a change in the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price of less than \$.01. Any adjustment of less than \$.01 that is not made shall be carried forward and shall be made at the time of and together with

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any subsequent adjustment that, on a cumulative basis, amounts to an adjustment of \$.01 or more in the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price.

(2) *No Impairment.* The Corporation shall not, by amendment of these Articles or its 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 Sections 4(e), 5(d) and 6(d) and in the taking of all such action as may be necessary or appropriate in order to protect the respective conversion rights of the holders of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock against impairment.

(3) *Certificate as to Adjustments.* Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price, Series B Conversion Price or Series C Conversion Price pursuant to Section 4(e) or 5(d) or 6(d), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, 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, upon the written request at any time of any holder of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series A Preferred Stock, Series B Conversion Price or Series C Conversion Price and the Series A Conversion Rate, the Series B Conversion Rate or Series C Conversion Rate, as applicable, at that time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that at that time would be received upon the conversion of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock.

(4) *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 Series A Preferred Stock, Series B Preferred Stock and Series C 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 Series A Preferred Stock, Series B Preferred Stock and Series C 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 Series A Preferred Stock, Series B Preferred Stock and Series C 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) *Notices.* Any notice required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock shall be deemed given on the third business day following (and not including) the date on which such notice is deposited in the United States mail, first-class, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation. Notice by any other means shall not be deemed effective until actually received.

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ARTICLE V.- SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders, for any purpose or purposes, shall be called by the Chairman of the Board, the President or at the request in writing of the holders of not less than twenty-five percent of all the outstanding shares of this Corporation entitled to vote at the meeting. Such written request shall state the purpose or purposes of the meeting and shall be delivered at the principal office of the Corporation addressed to the Chairman of the Board, the President or the Secretary. No business other than that stated in the notice of a special meeting shall be transacted thereat.

ARTICLE VI.- NOMINATION OF DIRECTORS

Section 1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VI and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VI. In addition to any other applicable requirements, for a nomination to be made by a shareholder pursuant to clause (b) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

Section 2. To be timely, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must be delivered or mailed and received at the principal office of the Corporation (a) in the case of an annual meeting, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs, or (b) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which notice of the date of the special meeting is mailed or public disclosure of the date of the special meeting is made, whichever first occurs.

Section 3. To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must set forth (a) as to each person whom the shareholder proposes to nominate for election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and

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regulations promulgated thereunder, and (b) as to the shareholder giving the notice, (i) the name and record address of such shareholder, (ii) the number of shares of capital stock of the Corporation which are owned beneficially or of record, by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (iii) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder, (iv) a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

Section 4. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article VI. If the Chairman of the Meeting determines that a nomination was not made in accordance with the foregoing procedures, then the Chairman of the Meeting shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

ARTICLE VII- NEW BUSINESS

Section 1. To be properly brought before the annual meeting of shareholders, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the meeting by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VII and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VII. In addition to any other applicable requirements, including but not limited to the requirements of Rule 14a-8 promulgated by the Securities and Exchange Commission under the Exchange Act, for business to be properly brought before an annual meeting by a shareholder pursuant to clause (c) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

Section 2. To be timely, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must be delivered to or mailed and received at the principal office of the Corporation, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received no later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs.

Section 3. To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must set forth as to each matter such shareholder proposes to bring before the annual meeting (a) a brief description of the business

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desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the name and record address of such shareholder, (c) the number of shares of capital stock of the Corporation which are owned beneficially or of record by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (d) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and any material interest of such shareholder in such business, (e) a representation that such shareholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting and (f) any material interest of the shareholder proposing to bring such business before such meeting (or any other stockholders known to be supporting such proposal) in such proposal.

Section 4. Notwithstanding anything in these Fifth Amended and Restated Articles of Incorporation to the contrary, no business shall be conducted at the annual meeting of shareholders except business brought before such meeting in accordance with the procedures set forth in this Article VII; provided, however, that, once business has been properly brought before such meeting in accordance with such procedures, nothing in this Article VII shall be deemed to preclude discussion by any shareholder of any such business. If the Chairman of the Meeting determines that business was not properly brought before the meeting in accordance with the foregoing procedures, then the Chairman shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

ARTICLE VIII. - BOARD OF DIRECTORS

Section 1. The Board of Directors of the Corporation shall be comprised of not less than one, nor more than ten, directors, the exact number of directors to be determined from time to time by the vote of the Board of Directors of the Corporation at a meeting thereof.

Section 2. Any vacancy on the Board of Directors of this Corporation, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their death, resignation or removal.

ARTICLE IX. - SUPERMAJORITY APPROVAL REQUIREMENTS

Notwithstanding any other provision (except as set forth in Article XII) of these Fifth Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required in all matters where shareholder action is required by the Florida Business Corporation Act other than for the election of directors; provided, however, that such two-thirds voting requirement shall not be applicable if such matters have been first approved by the Board of Directors of this Corporation.

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ARTICLE IX.- BYLAWS

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. In order for the shareholders of this Corporation to approve a proposal to alter, amend or repeal the Bylaws, such proposal shall require, in addition to other applicable requirements of these Fifth Amended and Restated Articles of Incorporation and of law, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote; provided, however, that such two-thirds voting requirement shall not be applicable if such proposal has been first approved by the Board of Directors of this Corporation.

ARTICLE X.- INDEMNIFICATION

Section 1. The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was serving as a director, officer, employee or agent of this Corporation or serving in any other capacity with another corporation, partnership, joint venture, trust or other enterprise at the request of this Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding 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.

Section 2. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent of the Corporation) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XI.

Section 3. The indemnification and other rights set forth in this Article XI shall not be exclusive of any provisions with respect thereto in the Bylaws or any other contract or agreement between this Corporation and any officer, director, employee or agent of this Corporation.

Section 4. Neither the amendment nor repeal of any of the provisions of this Article XI nor the adoption of any provisions of these Articles inconsistent with any provision of this Article XI shall eliminate or reduce the effect of the provisions of this Article XI in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to the provisions of this Article XI if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

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ARTICLE XI.- AMENDMENT

Notwithstanding any other provision of these Articles, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required to amend in any respect, alter or repeal this Article XII, or Articles V, VI, VII, VIII, IX and X hereof.

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IN WITNESS WHEREOF, Seisint, Inc., has caused this Fifth Articles of Restatement to be executed this 7th day of September, 2001, by a duly authorized officer.

SEISINT, INC.

By: Dale H. Renner
Dale H. Renner
President and Chief Executive Officer

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