

J41506

CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Intellon Corporation

Amend☐ Profit☐ Nonprofit☐ Foreign☐ Limited Partnership☐ LLC☒ Certified Copy☐ Call When Ready☒ Walk In☐ Mail Out☒ Amendment☐ Dissolution/Withdrawal☐ Reinstatement☐ Annual Report☐ Name Registration☐ Fictitious Name☐ Photocopies☐ Call If Problem☐ Will Wait☐ Merger☐ Mark☐ Other☐ Change of RA☐ UCC☐ CUS☐ After 4:30☒ Pick UpRECEIVED
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660 East Jefferson Street
Tallahassee, FL 32301
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A CCH LEGAL INFORMATION SERVICES COMPANY

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
INTELLON CORPORATION**

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Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of Intellon Corporation are hereby amended as follows:

FIRST: The first paragraph of Article III and the first sentence of Section 1 of Article III of the Restated Articles of Incorporation are hereby amended by deleting the text of such provisions in their entirety and substituting the following in lieu thereof:

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 155,000,000 shares, comprised of 100,000,000 shares of common stock with a par value of \$.01 per share (the "Common Stock") and 55,000,000 shares of preferred stock with a par value of \$.01 per share (the "Preferred Stock"). A description of the respective classes of stock and a statement of the powers, designations, preferences and relative participating, optional or other special rights and privileges, and the qualifications, limitations and restrictions of the Preferred Stock and Common Stock are set forth below:

PREFERRED STOCK

1. **DESIGNATION.** As to the 55,000,000 shares of Preferred Stock, (i) 15,000,000 shares of Preferred Stock are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), (ii) 15,000,000 shares of Preferred Stock are hereby designated "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), (iii) 5,000,000 shares of Preferred Stock are hereby designated "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), and (iv) 20,000,000 shares of Preferred Stock are hereby designated "Series D Convertible Preferred Stock" (the "Series D Preferred Stock").

SECOND: Section 3(a) of Article III of the Restated Articles of Incorporation is hereby amended by deleting in such Section the reference to "\$.40 per share" and inserting in lieu thereof the phrase "\$.20 per share".

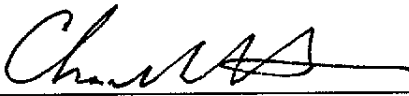
THIRD: Section 4(a) of Article III of the Restated Articles of Incorporation is hereby amended by deleting in such Section the reference to "\$4.00" and inserting in lieu thereof "\$2.00".

FOURTH: Section 7(a) of Article III of the Restated Articles of Incorporation is hereby amended by deleting in such Section the reference to "\$4.00" and inserting in lieu thereof "\$2.00."

FIFTH: The foregoing amendments were adopted by the holders of outstanding shares of common stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, being the sole voting groups entitled to vote on the amendments, on October 8, 2001 and the number of votes cast for the amendments by the shareholders in each voting group was sufficient for approval by that voting group.

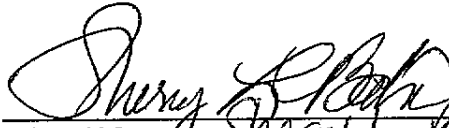
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 10th day of October, 2001.

INTELLON CORPORATION

By: 
Charles E. Harris
Chairman and President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10th day of October, 2001, by Charles E. Harris as Chairman and President of Intellon Corporation, on behalf of the Corporation.


Printed Name: Sherry L. Baker
Notary Public, State of Florida

Personally Known : or Produced Identification 9
Type of Identification Produced

