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JOHN P. GREELEY

January 31, 2002

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: Intellon Corporation

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-02/01/02--01078--016
*****52.50 *****52.50

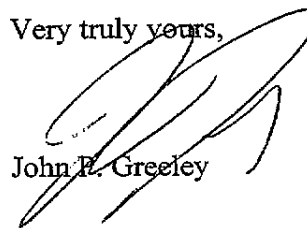
Dear Madam/Sir:

Enclosed are two signed originals and one photocopy of Articles of Amendment to Restated Articles of Incorporation, accompanied by our check in the amount of \$52.50 (which represents the \$35.00 filing fee and the fees for the receipt of two certified copies). Please return two certified copies to us at your earliest convenience.

If you have any questions regarding the enclosed filing, please do not hesitate to call me at your convenience. Thank you for your assistance.

Very truly yours,

John P. Greeley



JPG:erw

Enclosures

Copies to: Charles E. Harris w/o enclosure
Horst G. Sandfort w/o enclosure
Bryan Carr w/o enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB - 1 AM 9:24

FILED

Amended
At 2-5

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

FILED
02 FEB - 1 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 inserting in lieu thereof the following:

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 275,000,000 shares, comprised of 175,000,000 shares of common stock with a par value of \$.01 per share (the "Common Stock") and 100,000,000 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 100,000,000 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) 65,000,000 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 "\$.20 per share" and inserting in lieu thereof the phrase "\$.035 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 "\$2.00" and inserting in lieu thereof "\$.35".

FOURTH: Section 7(a) of Article III of the Restated Articles of Incorporation is hereby amended by deleting in such Section the reference to "\$2.00" and inserting in lieu thereof "\$.35."

FIFTH: Section 1 of Article IV of the Restated Articles of Incorporation is hereby amended by deleting such Section in its entirety and inserting in lieu thereof the following:

1. **NUMBER OF DIRECTORS.** The Board shall consist of five directors; *provided, however*, that the number of directors may exceed five directors to the extent necessary to comply with the requirements of Section 6(c) of Article III or as otherwise provided in Section 3(a)(xii) of this Article IV. At any given date, the number of directors established from time to time as the number of directors of the Corporation shall be referred to as the "Authorized Directors."

SIXTH: Section 3 of Article IV is hereby amended as follows:

1. The caption of that Section is deleted in its entirety and the following inserted in lieu thereof: **"ACTION REQUIRING APPROVAL OF BOARD MAJORITY."**

2. Section 3(a) is amended by deleting the phrase "5 of the 6" in lines five and six of such Section, and inserting in lieu thereof the following: "a majority of the."

3. The phrase "(a "Supermajority")" at the end of paragraph one of Section 3(a) is deleted in its entirety.

4. The word "or" at the end of Section 3(a)(xiv) is deleted, and at the end of Section 3(a)(xv) the period is replaced by ";;".

5. Section 3(b) is deleted in its entirety, except that subparagraphs 3(b)(i) through (vii), inclusive, shall remain and be redesignated subparagraphs (xvi) through (xxii), and placed immediately following subparagraph 3(a)(xv), such that the subparagraphs under Section 3(a) shall consist of (i) through (xxii), inclusive.

6. Section 3(c) shall be redesignated as Section 3(b), and the phrase "Supermajority of directors" in lines four and five of such Section shall be deleted in its entirety and the following inserted in lieu thereof: "majority of the Authorized Directors."

SEVENTH: 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 January 30, 2002, 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 30th day of January, 2002.

INTELLON CORPORATION

By: 
Charles E. Harris
Chairman and President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30th day of January, 2002, 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 ☐
Type of Identification Produced _____

