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BASIC AMENDMENT

THE MARK GROUP, INC.

Certificate of Status	0
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Amendment  
11/9/01 DC

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE MARK GROUP, INC.**

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Pursuant to Sections 607.1001 and 607.1003, Florida Statutes

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The Mark Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, hereby certifies as follows:

FIRST: Pursuant to Section 607.0820, Florida Statutes, the Board of Directors of the Corporation adopted the following resolutions and amendments to the Articles of Incorporation at a meeting held on June 12, 2000, which resolutions and amendments remain in full force and effect as of the date hereof. Furthermore, the Board of Directors recommended adoption of such resolutions and amendments to the Shareholders of the Corporation.

SECOND: Pursuant to Section 607.0702, Florida Statutes, such resolutions and amendments to the Articles of Incorporation of the Corporation were approved by the shareholders of the Corporation at a special meeting held for such purpose on June 12, 2000:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation in accordance with its Articles of Incorporation, as amended, the powers, preferences and relative, participating, optional or other special rights of Series C Convertible Preferred Stock of the Corporation, par value \$1.00 per share and stated value and liquidation preference of \$1,000 per share, consisting of 7,500 shares, are hereby amended as follows:

5. Optional Redemption.

(a) Optional Redemptions Generally. Each holder of any share or shares of Series C Preferred Stock shall have the right, from time to time on or after the sixth anniversary of the Original Issuance Date, to require the Corporation, promptly, but in any event within ninety (90) days of its receipt of written notice from such holder, to redeem all or any part of the shares of Series C Preferred Stock owned by such holder and any other holder of any share or shares of Series C Preferred Stock wishing to exercise such right that has given the Corporation written notice thereof

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within thirty (30) days after receiving written notice from the Corporation (pursuant to Section 11 hereof) of the date on which such requested redemption shall occur. All redemptions contemplated under this subsection 5(a) shall be at a redemption price per share (the "Redemption Price") equal to the greater of (A) the fair market value (determined in good faith by the board of directors of the Corporation) of each share of Series C Preferred Stock to be redeemed (disregarding for purposes of such determination any minority interest discount attributable to such shares) or (B) the Minimum Series C Liquidation Preference. Subject to compliance with the delivery requirements set forth in the first sentence of subsection 5(d), the Corporation shall pay the Redemption Price in full in cash at the time of redemption. An example of the calculation of the Redemption Price is provided below:

Example Calculation of Redemption Price

Example of the Minimum Series C Liquidation Preference (Stated Value plus 12% per annum, compounded annually for six (6) years). Redemption occurs at the end of year six (6):

Stated Value	\$1,000.00
Redemption Price at end of Year 1	\$1,120.00
Redemption Price at end of Year 2	\$1,254.40
Redemption Price at end of Year 3	\$1,404.93
Redemption Price at end of Year 4	\$1,573.52
Redemption Price at end of Year 5	\$1,762.34
Redemption Price at end of Year 6	<u>\$1,973.82</u>

From \$1,973.82 must be subtracted any dividends and distributions paid in connection with Section 3 hereof. The remainder is the amount payable to such holders at the time of redemption.

If, upon the request of any holder of shares of Series C Preferred Stock for a redemption pursuant to this subsection 5(a), the Corporation shall not legally be entitled to redeem in full all of the shares of Series C Preferred Stock as to which such redemption has been requested, whether because such redemption would cause the Corporation to become legally insolvent or otherwise, then the Corporation shall effect such redemption in cash to the extent the Corporation may legally do so, ratably among the holders who have requested redemption pursuant to this subsection 5(a) in proportion, as nearly as practicable, to the respective number of shares of Series C Preferred Stock owned by such holders at the time of redemption. To the extent the redemption of any such shares of Series C Preferred Stock is delayed, the Corporation shall redeem the remaining shares of Series C Preferred Stock as to which redemption has been requested as soon as the Corporation has funds legally available to do so at a price equal to the Redemption Price calculated as of the time any such remaining

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shares are redeemed; provided that the holder of any such remaining shares of Series C Preferred Stock shall be entitled to withdraw such shares from such redemption request at any time prior to the time that such remaining shares are redeemed pursuant to this paragraph.

(b) Event of Sale Optional Redemption. Each holder of any share or shares of Series C Preferred Stock shall have the right to require the Corporation to redeem all or any part of the shares of Series C Preferred Stock owned by such holder upon the occurrence of an Event of Sale by giving the Corporation written notice of the exercise of such right within thirty (30) days after receiving written notice of such Event of Sale from the Corporation. All redemptions contemplated under this subsection 5(b) shall be at the Redemption Price. Subject to compliance with the delivery requirements set forth in the first sentence of subsection 5(d), the Corporation shall pay the Redemption Price in full in cash at the time of redemption, which redemption shall be made prior to or simultaneously with the closing, consummation or occurrence, as applicable, of such Event of Sale.

If, upon the request of any holder of shares of Series C Preferred Stock for a redemption pursuant to this subsection 5(b), the Corporation shall not legally be entitled to redeem in full all of the shares of Series C Preferred Stock as to which such redemption has been requested, whether because such redemption would cause the Corporation to become legally insolvent or otherwise, then the Corporation shall be liquidated and the provisions of Section 4 shall apply.

(c) Stock Repurchase Optional Redemption. If the Corporation redeems, purchases or otherwise acquires, directly or indirectly, or causes the Employee Stock Ownership Plan or any other employee benefit plan of the Corporation to redeem, purchase or otherwise acquire, directly or indirectly, any shares of Common Stock or any other Junior Securities from any stockholder of the Corporation (other than the repurchase by the Corporation of all of the outstanding shares of the Series A Preferred Stock of the Corporation and certain shares of Common Stock from Barclays on the Original Issuance Date pursuant to the Preferred Stock Purchase Agreement), each holder of any share or shares of Series C Preferred Stock shall have the right to require the Corporation to redeem shares of Series C Preferred Stock owned by such holder on a pro rata basis (treating for purposes of such calculation each share of Series C Preferred Stock as the number of shares of Common Stock into which it may then be converted pursuant to Section 7 hereof) by giving the Corporation written notice of the exercise of such right within thirty (30) days after receiving written notice of such redemption, purchase or acquisition. All redemptions contemplated under this subsection 5(c) shall be at a redemption price per share of Series C Preferred Stock equal to the product of (i) the Conversion Rate then in effect, and (ii) the per share price at which such shares of Common Stock or other Junior Securities (on an as-converted basis), as the case may be, are being redeemed,

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purchased or acquired. Subject to compliance with the delivery requirements set forth in the first sentence of subsection 5(d), the Corporation shall pay such redemption price in full in cash at the time of redemption, which redemption shall be made prior to or simultaneously with the Corporation's redemption, purchase or acquisition of such shares of Common Stock or other Junior Securities, as the case may be. Notwithstanding anything to the contrary in this subsection 5(c), in connection with any purchase or acquisition of shares of Capital Stock of the Corporation held by any officer, director, employee or consultant of or to the Corporation pursuant to the exercise by the Corporation of any rights of first refusal, or any repurchase option exercisable upon termination of employment, consultancy or directorship, that is contained in any shareholders' agreement, stock option or restriction agreement or other similar agreement to which the Corporation and any such officer, director, employee or consultant are parties, the Corporation may repurchase up to an aggregate of 66,200 shares of Capital Stock of the Corporation from any such officer, director, employee or consultant, and the holders of shares of Series C Preferred Stock shall not be entitled to exercise their redemption rights under this subsection 5(c) in connection with such repurchases.

If, upon the request of any holder of shares of Series C Preferred Stock for a redemption pursuant to this subsection 5(c), the Corporation shall not legally be entitled to redeem in full (i) all of the shares of Series C Preferred Stock as to which such redemption has been requested, (ii) all of the shares of Series B Preferred Stock requested to be redeemed by the holders thereof pursuant to any corresponding provision in the terms of the Series B Preferred Stock set forth in the Corporation's Articles of Incorporation, as amended (the "Corresponding Series B Redemption Provision"), and (iii) all of the shares of Common Stock or any other Junior Securities that the Corporation intended to redeem from other stockholders of the Corporation, whether because such redemption would cause the Corporation to become legally insolvent or otherwise, then the Corporation shall effect such redemption in cash to the extent the Corporation may legally do so, as follows: (i) first, the Corporation shall redeem all shares of Series C Preferred Stock as to which such redemption has been requested pursuant to this subsection 5(c), ratably among the holders thereof in proportion, as nearly as practicable, to the respective number of shares of Series C Preferred Stock owned by such holders at the time of redemption, (ii) second, the Corporation shall redeem all shares of Series B Preferred Stock as to which such redemption has been requested pursuant to the Corresponding Series B Redemption Provision, ratably among the holders thereof in proportion, as nearly as practicable, to the respective number of shares of Series B Preferred Stock owned by such holders at the time of redemption, and (iii) third, the Corporation shall redeem all shares of Common Stock or any other Junior Securities that the Corporation intended to redeem from other stockholders of the Corporation, ratably among the holders thereof in proportion, as nearly as practicable, to the respective number of shares of Common

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Stock or such other Junior Securities, as the case may be, owned by such holders at the time of redemption.

To the extent the redemption of any such shares of Series C Preferred Stock is delayed, the Corporation shall redeem the remaining shares of Series C Preferred Stock as to which redemption has been requested as soon as the Corporation has funds legally available to do so at a price equal to the redemption price contemplated under the preceding paragraph; provided that the holder of any such remaining shares of Series C Preferred Stock shall be entitled to withdraw such shares from such redemption request at any time prior to the time that such remaining shares are redeemed pursuant to this paragraph.

(d) Each notice requesting redemption pursuant to this Section 5 delivered to the Corporation shall include the certificate or certificates representing the shares of Series C Preferred Stock to be redeemed (properly endorsed or assigned for transfer) or, if such certificate or certificates have been lost, stolen or destroyed, such notice shall include customary evidence of such loss, theft or destruction reasonably satisfactory to the Corporation, and shall specify the aggregate number of shares to be redeemed. If fewer than all the shares represented by any certificate or certificates surrendered by any holder pursuant to this subsection 5(d) are to be redeemed, at the expense of the Corporation a new certificate shall be issued to such holder representing the unredeemed shares of Series C Preferred Stock.

(e) To the extent that on any date of redemption under this Section 5, the Corporation is not then legally permitted to pay all or any portion of the Redemption Price or, with respect to a redemption pursuant to subsection 5(c) hereof, the price payable pursuant to such subsection, for each share of Series C Preferred Stock required to be redeemed by the Corporation on such date, the Corporation shall promptly take all action (including, without limitation, a revaluation of assets or a prepayment of indebtedness restricting such redemption) as may be permitted by applicable law to permit such redemption to be made in full.

(f) Anything contained herein to the contrary notwithstanding, the holders of shares of Series C Preferred Stock requested by such holders to be redeemed in accordance with this Section 5 shall have the right, exercisable at any time up to the close of business on the date that such shares are redeemed, to convert all or any part of such shares requested by such holder to be redeemed as herein provided into shares of Common Stock pursuant to Section 7 hereof. If, and to the extent, any shares of Series C Preferred Stock so entitled to redemption are converted into shares of Common Stock by the holders thereof prior to the close of business on any such date of redemption, the total number of shares of Series C Preferred Stock otherwise to be redeemed on such date shall be reduced by the number of shares of Series C Preferred Stock so converted.

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(g) Any shares of Series C Preferred Stock which have been purchased, redeemed or otherwise acquired by the Corporation shall be canceled and shall not be reissued by the Corporation.

(h) For purposes of this Section 5, an "Event of Sale" shall mean (A) the merger or consolidation of the Corporation into or with another Person, or the merger or consolidation of any other Person into or with the Corporation, (B) the sale or issuance by the Corporation or the sale or transfer by any of its stockholders of any shares of Capital Stock of the Corporation, in one transaction or in a series of transactions, resulting in any Person or group of Affiliated Persons (as the term "group" is used in Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules thereunder), other than the owners of Capital Stock of the Corporation as of the Original Issuance Date, owning or controlling Capital Stock of the Corporation possessing the voting power to elect a majority of the directors serving on the Corporation's board of directors, or (C) the sale or other disposition, in one transaction or a series of transaction, of all or substantially all the assets of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf and attested on this 7 day of November, 2001, effective as of June 12, 2000, by duly authorized officers of the Corporation.

THE MARK GROUP, INC.

By: Michael W. Tiernan

Michael W. Tiernan

Title: President

Attest:

By: Neal W. Knight, Jr.  
Neal W. Knight, Jr.

Title: Secretary