

565238

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 TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Equitrac Corporation 565238
 (Corporation Name) (Document #)
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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Date stamped

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C. COULLETTE AUG 06 1999

Examiner's Initials

**ARTICLES OF AMENDMENT
TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EQUITRAC CORPORATION
FOR
DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS
OF SERIES A AND SERIES B TRANSITORY PREFERRED STOCK**

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Pursuant to the provisions of Sections 607.0602 of the Florida Business Corporation Act, Equitrac Corporation (the "Company"), a corporation organized and existing under the Florida Business Corporation Act, hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation. The amendment was duly adopted by the Board of Directors (the "Board") on June 3, 1999.

A. Designation of Series A Transitory Preferred Stock

Of the 1,000,000 shares of Preferred Stock, par value \$.01 per share, authorized pursuant to Article III of the Company's Amended and Restated Articles of Incorporation, 800,000 of such shares are hereby designated as the Series A Transitory Preferred Stock.

B. Designation of Series B Transitory Preferred Stock

Of the 1,000,000 shares of Preferred Stock, par value \$.01 per share, authorized pursuant to Article III of the Company's Amended and Restated Articles of Incorporation, 110,000 of such shares are hereby designated as the Series B Transitory Preferred Stock.

C. Preferences, Rights and Limitations of the Series A and Series B Transitory Preferred Stock

The powers, designations, preferences, and relative, participating, optional or other special rights of the Series A and Series B Transitory Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as set forth on Exhibit A hereto.

IN WITNESS WHEREOF, these Articles of Amendment to Amended and Restated Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 6 day of August, 1999.

EQUITRAC CORPORATION

By: 

George P. Wilson, President
Chief Executive Officer

EXHIBIT A

1. Voting Rights.

Each outstanding share of Series A and Series B Transitory Preferred Stock shall entitle the holder of record thereof to one vote on all matters submitted to a vote of stockholders, voting together with the shares of Common Stock \$0.01 par value, of the Company (the "Common Stock").

2. Dividends and Distributions.

When, as and if any dividend or distribution is declared by the Board upon the Common Stock, whether payable in cash or property, the holders of each outstanding share of Series A and Series B Transitory Preferred Stock shall be entitled to receive, out of funds of the Company legally available therefor, an amount of cash or property equal to the amount of such cash or property payable or distributable with respect to each share of Common Stock with respect to any such dividend or distribution.

3. Liquidation, Dissolution or Winding Up.

In the event that the Company shall liquidate, dissolve or wind up, whether voluntary or involuntary, and whether pursuant to federal bankruptcy laws, state laws or otherwise, before any distribution or payment of the assets of the Company shall be made to or set apart for the holders of any shares of Common Stock, the holders of Series A and Series B Transitory Preferred Stock shall be entitled to receive, out of the assets of the Company, whether such assets are capital or surplus, for each outstanding share held of record \$0.10 (the "Liquidation Preference Amount"). If, upon any such liquidation, dissolution or winding up of the affairs of the Company, the assets of the Company shall be insufficient to pay or distribute in full the Liquidation Preference Amount, then such assets shall be paid or distributed among the holders of the Series A and Series B Transitory Preferred Stock so that an equal amount is paid or distributed with respect to each outstanding share of Series A and Series B Transitory Preferred Stock. After payment or distribution of the Liquidation Preference Amount shall have been made in full to the holders of the Series A and Series B Transitory Preferred Stock, all remaining assets of the Company shall be paid or distributed to the holders of shares of capital stock of the Company in accordance with the respective terms and conditions applicable thereto; provided that the holders of Series A and Series B Transitory Preferred Stock shall share ratably in any amounts available for payment or distribution, and required to be paid or distributed, to the holders of Common Stock. No consolidation, merger or other business combination of the Company with or into any other person or persons shall be deemed to be a liquidation, dissolution or winding up of the Company for purposes of this Section 3.