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Holland & Knight LLP
Requestor's Name
315 S. Calhoun St.
Address
Tallahassee, Fl. 32301 425-5686
City/State/Zip Phone #

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

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(Corporation Name) (Document #)
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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C. COULLETTE JAN 28 2000

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
APPLIED AUTOMATION TECHNIQUES, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **APPLIED AUTOMATION TECHNIQUES, INC.**, a Florida Corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is APPLIED AUTOMATION TECHNIQUES, INC.

SECOND: Paragraph 6A of Article III of the Amended and Restated Articles of Incorporation of the Corporation is deleted in its entirety and replaced with the following:

6A. Right to Convert. Subject to the terms and conditions of this paragraph 6, the holder of any share or shares of Series A Convertible Preferred Stock shall have the right, at its option at any time, to convert any such shares of Series A Convertible Preferred Stock (except that upon any liquidation of the corporation the right of conversion shall terminate at the close of business on the business day fixed for payment of the amount distributable on the Series A Convertible Preferred Stock) into such number of fully paid and nonassessable shares of Class A Voting Common Stock as is obtained by (i) multiplying the number of shares of Series A Convertible Preferred Stock so to be converted by \$11.8437 and (ii) dividing the result by the conversion price of \$7.2140 per share or, in case an adjustment of such price has taken place pursuant to the further provisions of this paragraph 6, then by the conversion price as last adjusted and in effect at the date any share or shares of Series A Convertible Preferred Stock are surrendered for conversion (such price, or such price as last adjusted, being referred to as the "Conversion Price"). Such rights of conversion shall be exercised by the holder thereof by giving written notice that the holder elects to convert a stated number of shares of Series A Convertible Preferred Stock into Class A Voting Common Stock and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the corporation as the Corporation may designate by notice in writing to the holders of the Series A Convertible Preferred Stock) duly endorsed to the Corporation or in blank at any time during the Corporation's usual business hours on the date set forth in such notice, together with a statement of the name or names (with address) in which the certificate or certificates for shares of Class A Voting Common Stock shall be issued.

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THIRD: Paragraph 6D of Article III of the Amended and Restated Articles of Incorporation of the Corporation is deleted in its entirety and replaced with the following:

6D. Adjustment of Conversion Price upon Merger, Sale, or other Liquidation, Dissolution or Winding Up of the Corporation. Upon any liquidation, dissolution, or winding up of the Corporation, the Conversion Price then in effect shall be reduced to the price determined by multiplying such Conversion Price by the amount set forth in the table below under the heading "Adjustment Value" and opposite the applicable range of Equity Proceeds (as defined below) payable in connection with such liquidation, dissolution, or winding up. The consolidation or merger of the corporation into or with any other entity or entities which results in the exchange of outstanding shares of the corporation for securities or other consideration issued, or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction), and the sale, lease, abandonment, transfer or other disposition by the Corporation of all or substantially all its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this paragraph 6D. For the purposes of this paragraph 6D, "Equity Proceeds" shall mean the aggregate value of the proceeds payable to the holders of the Corporation's equity securities in connection with any such liquidation, dissolution, or winding up; provided however, that in connection with a merger or consolidation, "Equity Proceeds" shall mean all consideration payable to the stockholders of the Corporation, and in connection with an asset sale, "Equity Proceeds" shall mean all consideration payable to the Corporation together with all other available assets of the corporation net of obligations owed by the Corporation.

Equity Proceeds	Adjustment Value
Equity Proceeds \geq \$20,000,000	1.0000
\$19,000,000 \leq Equity Proceeds $<$ \$20,000,000	0.9733
\$18,000,000 \leq Equity Proceeds $<$ \$19,000,000	0.9476
\$17,000,000 \leq Equity Proceeds $<$ \$18,000,000	0.9228
\$16,000,000 \leq Equity Proceeds $<$ \$17,000,000	0.8988
\$15,000,000 \leq Equity Proceeds $<$ \$16,000,000	0.8756
\$14,000,000 \leq Equity Proceeds $<$ \$15,000,000	0.8532
\$13,000,000 \leq Equity Proceeds $<$ \$14,000,000	0.8315
\$12,000,000 \leq Equity Proceeds $<$ \$13,000,000	0.8105
\$11,000,000 \leq Equity Proceeds $<$ \$12,000,000	0.7901
Equity Proceeds $<$ \$11,000,000	0.7704

FOURTH: The foregoing amendment was adopted as of January 10, 2000 by written consent of the shareholders and Board of Directors of the Corporation, in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes, constituting a sufficient number of votes for the amendment to be approved.

NOW THEREFORE, the undersigned has executed this instrument this 10 day of January, 2000.

APPLIED AUTOMATION TECHNIQUES, INC.

By: James W. Smith
Name: JAMES W. SMITH
Title: CEO/PRESIDENT