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JOHN P. GREELEY

February 13, 2002

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

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Re: Intellon Corporation

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for two certified copies of the Articles of Amendment to the Restated Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Restated Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw
Enclosures

FILED
02 FEB 14 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
T. Lewis 2/18/02

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

FILED
02 FEB 14 AM 11:10
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 two sentences 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 284,000,000 shares, comprised of 175,000,000 shares of common stock with a par value of \$.01 per share (the "Common Stock") and 109,000,000 shares of preferred stock with a par value of \$.01 per share. 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 109,000,000 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"), (iv) 65,000,000 shares of preferred stock are hereby designated "Series D Convertible Preferred Stock" (the "Series D Preferred Stock") and (v) 9,000,000 shares of preferred stock are hereby designated "Series RS Preferred Stock." For purposes of these Restated Articles of Incorporation, the term "RS Junior Stock" shall collectively refer to: (i) the Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock, and the Series D Preferred Stock (which are referred to herein collectively as the "Preferred Stock"), (ii) the Common Stock and (iii) all outstanding classes and series of stock of the Corporation, other than the Series RS Preferred Stock, whether authorized now or in the future, that do not expressly provide that they rank senior to, or on parity with, the Series RS Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation.

SECOND: Section 2(a) of Article III of the Restated Articles of Incorporation is hereby amended by deleting such Section in its entirety and inserting in lieu thereof:

RANKING. The Series RS Preferred Stock shall, with respect to dividend rights, redemption rights, and rights on liquidation, winding-up and dissolution, rank senior to all outstanding shares of RS Junior Stock. The Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding-up and dissolution, rank senior to (i) all outstanding shares of Common Stock, and (ii) all outstanding classes and series of stock of the Corporation, whether authorized now or in the future, that do not expressly provide that they rank senior to, or on a parity with, the Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation (all such classes and series of stock, together with the Common Stock, are collectively referred to as the "Junior Securities"). The preferences, limitations and rights of the Series RS Preferred Stock are set forth in this Section 2(a) and Section 13 of this Article III and the rights of holders of Preferred Stock and Junior Securities as set forth elsewhere in these Restated Articles of Incorporation shall be subject to the rights of Series RS Preferred Stock as set forth in such Section 2(a) and Section 13.

THIRD: The following Section 13 shall be inserted in Article III of the Restated Articles of Incorporation:

SERIES RS PREFERRED STOCK

13. Section 2(a) of this Article III and the following set forth the preferences, limitations and rights of the shares of Series RS Preferred Stock. In the event of any inconsistency between the terms of (i) such Section 2(a) and this Section 13 of Article III and (ii) any other provision of these Restated Articles of Incorporation, the terms of such Section 2(a) and this Section 13 shall govern.

(a) **Issuance of Shares.** The shares of Series RS Preferred Stock shall be issued in accordance with the terms of that certain Senior Secured Convertible Note Purchase Agreement dated as of January 4, 2002, by and among the Corporation and the investors named therein (the "Note Purchase Agreement") in connection with the issuance by the Corporation of the Notes (as defined in the Note Purchase Agreement). Upon the occurrence of an Event of Default pursuant to Section 7.01(d) of the Note Purchase Agreement, each holder of a Note shall automatically and immediately have, without any action by the Corporation or the holder, the right to receive such holder's Pro Rata Amount of all authorized shares of Series RS Preferred Stock, and the Note held by such holder shall remain outstanding subject to and in accordance with the terms thereof and the Note Purchase Agreement. As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares and/or fractional shares of Series RS Preferred Stock to which holder is entitled. The person in whose name the certificate or certificates for Series RS Preferred Stock are to be issued shall be deemed to have become a holder of record of Series RS Preferred Stock upon the occurrence of such Event of Default. For purposes of this Section, a holder's "Pro Rata Amount" shall be the fraction obtained by dividing (i) the unpaid principal

amount of all Notes held by such holder, by (ii) the aggregate unpaid principal amount of all outstanding Notes. The quotient obtained by dividing the aggregate outstanding principal amount of all Notes by the shares of Series RS Preferred Stock issued in connection with the conversion of the Notes, shall be referred to as the "Per Share Amount."

(b) Dividends. The holders of shares of Series RS Preferred Stock shall receive for each share of Series RS Preferred Stock held by each holder, out of the assets and funds of the Corporation legally available for the payment of dividends pursuant to the laws of the State of Florida, cumulative quarterly dividends to be paid on each January 1, April 1, July 1 and October 1 at the rate of 18% per annum of the Per Share Amount. The cash dividends payable on the Series RS Preferred Stock for any period more than or less than a full quarterly dividend period shall be computed on the basis of a 360-day year consisting of twelve (12) thirty-day months. All dividends on the Series RS Preferred Stock shall accrue and be cumulative from the date of issuance thereof. So long as any shares of Series RS Preferred Stock are outstanding, unless full cumulative dividends on the shares of Series RS Preferred Stock have been paid, no dividends or other distributions shall be declared or paid or set apart for payment or made, whether in cash or in property, on any Preferred Stock or Junior Securities, nor shall any Preferred Stock or Junior Securities be purchased, redeemed (whether pursuant to mandatory redemption, optional redemption provisions or otherwise) or otherwise acquired for value, directly or indirectly, by the Corporation or any subsidiary of the Corporation.

(c) Liquidation Preference. In the event of any Liquidation, then, before any distribution or payment shall be made to the holders of any RS Junior Stock, the holders of Series RS Preferred Stock shall be entitled to receive for each share of Series RS Preferred Stock an amount equal to four times the Per Share Amount (the "RS Liquidation Amount"), together with accrued and unpaid dividends to the date of such distribution. To the extent such payment shall have been made in full to the holders of the Series RS Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the RS Junior Stock, according to their respective rights and preferences and in each case according to their respective shares. If in connection with any Liquidation the assets of the Corporation available for distribution to holders of Series RS Preferred Stock are not sufficient to pay in full the amount such holders would otherwise be entitled under this Section 13(c), then the holders of Series RS Preferred Stock shall share ratably in each distribution of assets in proportion to the full amounts they would otherwise be respectively entitled.

(d) Redemption. Effective immediately upon the occurrence of an Event of Default under subsection 7.01(d) of the Note Purchase Agreement, the Series RS Preferred Stock shall be redeemed by the Corporation, as a whole but not in part. Within 10 business days after the occurrence of an Event of Default under subsection 7.01(d) of the Note Purchase Agreement (the "RS Redemption Date"), the Corporation shall issue and deliver to or upon the written order of such holder an amount for each share of Series RS Preferred Stock equal to the RS Liquidation Amount, together with accrued and unpaid dividends to the RS Redemption Date, subject only to the delivery of the shares of Series RS Preferred Stock by the holder thereof to the Corporation during regular business hours at its principal office, with the certificates for such

shares of Series RS Preferred Stock duly endorsed or signed in blank to the Corporation. The shares so delivered shall be deemed cancelled and shall represent only the right to receive payment pursuant to this Section 13(d). If upon redemption of the shares of Series RS Preferred Stock, the assets of the Corporation available for distribution to holders of Series RS Preferred Stock are not sufficient to pay in full the amount such holders would otherwise be entitled under this Section 13(d), then the holders of Series RS Preferred Stock shall share ratably in any distribution in proportion to the full amounts to which they would otherwise be respectively entitled. Unless and until the holders of Series RS Preferred Stock have received in full the amount to which such holders are entitled under this Section 13(d), no dividends or other distribution shall be declared or paid or set apart for payment or made, whether in cash or in property, on any RS Junior Stock, nor shall any RS Junior Stock be purchased, redeemed (whether pursuant to mandatory redemption, optional redemption provisions or otherwise) or otherwise acquired for value, directly or indirectly by the Corporation or any subsidiary of the Corporation.

(e) Voting Rights. Except as otherwise provided in Section 13(g) of this Article III or by the Act, the holders of Series RS Preferred Stock shall have no voting rights.

(f) Preemptive Rights.

(i) No holder of shares of Series RS Preferred Stock shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional New Securities.

(ii) For purposes of Section 9 of this Article III, the issuance of shares of Series RS Preferred Stock shall not constitute New Securities.

(g) Covenants. In addition to any other rights provided by law, so long as any shares of Series RS Preferred Stock are outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the then outstanding shares of the Series RS Preferred Stock:

(i) amend or repeal any provision of, or add any provision to, these Restated Articles of Incorporation or Bylaws of the Corporation that changes the terms of the Series RS Preferred Stock or any rights of holders of the Series RS Preferred Stock;

(ii) authorize or issue shares of any class or series of stock having any preference or priority superior to or on a parity with any such preference or priority of the Series RS Preferred Stock or in any manner which adversely affects the rights of the holders of the Series RS Preferred Stock;

(iii) authorize or issue shares of any class or series of stock, convertible into or exchangeable for, or having option rights to purchase, any shares of stock having any preference or priority superior to or on a parity with any preference or priority of the Series RS Preferred Stock; or

(iv) reclassify any class or series of any RS Junior Stock into shares having any preference or priority superior to or on a parity with any such preference or priority of Series RS Preferred Stock.


(h) No Other Rights. The shares of Series RS Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth in this Section 13 of Article III or as provided by the Act.

FOURTH: 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 February 7, 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 12th day of February, 2002.


INTELLON CORPORATION

By: _____


Charles E. Harris
Chairman and President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 12th day of February, 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 _____

