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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Intersal Inc.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERSAL, INC.**

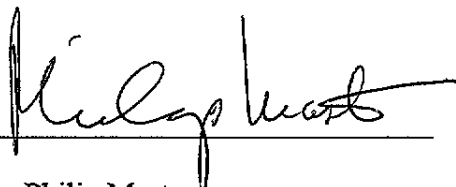
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1. Article III of the Articles of Incorporation of Intersal, Inc., shall be amended to read as follows:

“The corporation shall have the authority to issue 1,400,000 shares of common stock, par value \$0.001 per share, and 400,000 of preferred stock which shall be designated Series A Preferred Stock, par value \$0.001 per share, having the rights, preferences, privileges and restrictions as set forth in Addendum A attached to these Articles.”

2. The amendment was adopted on May 2, 1999.
3. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15 day of March, 2000.

Signature 

Philip Masters
Typed or printed name

President
Title

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ADDENDUM A

SERIES A PREFERRED STOCK

The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows.

A. Preference on Liquidation

1. Preference Amount. Upon the occurrence of any Liquidating Event (as defined below), each holder of Series A Preferred Stock then outstanding shall be paid, from the assets of the Corporation available for distribution to its stockholders, before any payment shall be made in respect of the Corporation's Common Stock, an amount equal initially to \$3.20 per share of Series A Preferred Stock, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares, and as otherwise adjusted pursuant hereto (the "Series A Price").

2. Notice. Written notice of any such Liquidating Event stating a payment date, the place where such payment shall be made, the amount of each payment in liquidation and the amount of dividends to be paid (if any) shall be given by first class mail, postage prepaid, not less than 20 days prior to the payment date stated therein, to each holder of record of the Series A Preferred Stock at such holder's address as shown in the records of the Corporation, provided that any holder of Series A Preferred Stock may convert its shares of Series A Preferred Stock to Common Stock during such period at any time prior to the payment date stated in such notice. After payment has been made to the holders of the Series A Preferred Stock of the full Series A Price, any remaining assets may be distributed ratably among the holders of any junior preferred stock of the Corporation in accordance with its terms or, if none, among the holders of the Corporation's Common Stock. If upon the occurrence of a Liquidating Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of the Series A Preferred Stock the full Series A Price, the holders of the Series A Preferred Stock shall share ratably in any distribution of assets (so that each holder receives the same percentage of the applicable Series A Price per share).

3. Liquidating Event. A "Liquidating Event" shall mean (i) any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, or (ii) a sale, transfer or other disposition of all or substantially all the assets of the Corporation to, or a merger or consolidation into, an entity that is not controlled, directly or indirectly, by the stockholders of the Corporation; for purposes of this definition, "control" shall mean ownership of more than 50% of the voting power of an entity; provided, however, if the holders of a majority of the shares of Preferred Stock so elect by giving written notice to the Corporation before the effective date of a merger or consolidation that would otherwise be a Liquidating Event as defined herein, such merger or consolidation shall not be deemed a Liquidating Event and the provisions of Subsection C.3 shall apply. Upon the occurrence of any Liquidating Event that would involve the distribution of assets other than cash with respect to the outstanding shares of Preferred Stock, the

amount of such distribution shall be deemed to be the fair market value thereof at the time of such distribution as determined in good faith by the Board of Directors.

B. Voting Rights. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation.

C. Conversion Rights

1. Optional. Each share of issued and outstanding Series A Preferred Stock shall be convertible at the option of the holder thereof, at any time after the issuance of such share, initially into one (1) fully paid and nonassessable share of Common Stock of the Corporation (hereinafter, and as adjusted from time to time pursuant hereto, the "Conversion Ratio"). The holder of any shares of Series A Preferred Stock may exercise the conversion rights as to such shares or any part thereof by delivering to the principal office of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted, duly endorsed for transfer to the Corporation or accompanied by a written instrument or instruments of transfer (if required by it), accompanied by written notice stating that the holder elects to convert all or a number of such shares represented by the certificate or certificates. Such notice shall also state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter the Corporation shall issue and deliver to such holder, at such office or other place designated by the Corporation, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. The holder shall be deemed to have become a stockholder of record on the applicable Conversion Date. Upon conversion of only a portion of the number of shares of Series A Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

2. Mandatory. All of the issued and outstanding shares of Series A Preferred Stock shall automatically be converted into shares of fully paid and nonassessable shares of Common Stock of the Corporation at the Conversion Ratio then in effect upon declaration of any dividends or distributions by the Board of Directors to holders of Common Stock of the Corporation (other than dividends consisting of additional shares of Common Stock), whether of cash, securities of other persons, or assets; provided, however, that (a) if such dividends or distributions are not paid within sixty (60) days from the date of declaration, or (b) if a Liquidating Event shall occur on or after the date of declaration and prior to payment of such dividend or distribution, then such shares of Common Stock into which such shares of Series A Preferred Stock were converted shall revert into the same number of Series A Preferred Stock (subject to any adjustment

pursuant hereto occurring in the interim). All holders of record of shares of Series A Preferred Stock will be given at least twenty (20) days prior written notice of the date fixed for mandatory conversion of the Series A Preferred Stock and the event causing the mandatory conversion of the Series A Preferred Stock into Common Stock. Such notice shall be sent by first class mail, postage prepaid, to each holder of record of Series A Preferred Stock at such holder's address as shown in the records of the Corporation. On or before the date so fixed for conversion, each holder of shares of the Series A Preferred Stock shall surrender the certificate or certificates for all such shares to the Corporation at the place designated in such notice and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled. Upon conversion pursuant to this Section C.2, the holders of the converted Series A Preferred Stock shall be entitled to participate with the Common Stock and receive the same dividends or distributions, on an as-converted basis, as are proposed to be distributed to the holders of Common Stock.

3. Surrendered and Lost Certificates. Until surrendered as contemplated under Section C.1 or C.2, each Series A Preferred Stock certificate shall be deemed, from and after the Conversion Date, to represent only the right to receive a certificate or certificates of representing the shares of Common Stock into which such Series A Preferred Stock is convertible pursuant thereto. If any Series A Preferred Stock certificate shall have been lost, stolen or destroyed, the Corporation may, in its discretion and as a condition precedent to the issuance of any shares of Common Stock and any certificate representing Common Stock, require the owner of such lost, stolen or destroyed stock certificates to provide an appropriate affidavit and to deliver a bond (in such sum as the Corporation may reasonably direct) as indemnity against any claim that may be made against the Corporation with respect to such stock certificates.

4. Adjustment of Conversion Ratio. The conversion rights of holders of Series A Preferred Stock and/or the Conversion Ratio from time to time in effect shall be subject to adjustment from time to time as follows.

a. Change in Common Stock. If the Common Stock issuable upon the conversion of Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for in Section C.4.c), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change, by holders of the number of shares of Common Stock, into which such shares of Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification or change.

b. Merger or Consolidation. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation (other than a consolidation, merger or sale treated as a Liquidating Event pursuant to Section A.3 hereof), each share of Series A Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable

upon conversion of Series A Preferred Stock would have been entitled upon such consolidation, merger or sale; and in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions of this Section C.4 with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this Section C.4 shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

c. Stock Splits, Dividends and Combinations. In case the Corporation shall at any time subdivide the outstanding shares of Common Stock or shall issue a dividend in Common Stock on its outstanding Common Stock, the Conversion Ratio for Series A Preferred Stock in effect immediately prior to such subdivision or the issuance of such dividend shall be adjusted so that the number of shares of Common Stock issuable upon conversion of Series A Preferred Stock shall be proportionately increased; and in case the Corporation shall at any time combine the outstanding shares of Common Stock into a lesser number of shares of Common Stock, the Conversion Ratio for Series A Preferred Stock in effect immediately prior to such combination shall be adjusted so that the number of shares of Common Stock issuable upon conversion of Series A Preferred Stock shall be proportionately decreased, concurrently with the effectiveness of such subdivision, dividend or combination, as the case may be.

d. Issuances at Less Than Series A Price. Upon the issuance or sale by the Corporation of (i) Common Stock for a consideration per share less than the Series A Price; or (ii) any Stock Purchase Rights where the consideration per share for which shares of Common Stock may at any time thereafter be issuable upon exercise thereof (or, in the case of Stock Purchase Rights exercisable for the purchase of Convertible Securities, upon the subsequent conversion or exchange of such Convertible Securities) shall be less than the Series A Price in effect immediately prior to the time of the issue or sale of such Stock Purchase Rights; or (iii) any Convertible Securities where the consideration per share for which shares of Common Stock may at any time thereafter be issuable pursuant to the terms of such Convertible Securities shall be less than the Series A Price in effect immediately prior to the time of the issue or sale of such Convertible Securities, other than an issuance of Common Stock pursuant to Section C.6 hereof, then forthwith upon such issue or sale, the applicable Conversion Ratio shall be adjusted so that the number of shares of Common Stock issuable upon conversion of Series A Preferred Stock shall be increased proportionately, by dividing the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible by a fraction, the numerator of which is the new consideration per share of Common Stock, and the denominator of which is the Series A Price.

e. Notice. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section C.3, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms thereof, and prepare and furnish to each holder of Series A Preferred Stock affected thereby notice thereof setting forth such adjustment or

readjustment and showing in detail the facts upon which such adjustment or readjustment is based, and the number of shares of Common Stock (or equivalent) into which each share of Series A Preferred Stock may be converted after giving effect to such adjustment.

f. Definitions. For purposes of this Section C.3, the following provisions will be applicable:

"Convertible Securities" shall mean evidences of indebtedness, shares of stock (including, without limitation, the Series A Preferred Stock) or other securities that are convertible into or exchangeable for, with or without payment of additional consideration, shares of Common Stock.

"Stock Purchase Rights" shall mean any warrants, options or other rights to subscribe for, purchase or otherwise acquire any shares of Common Stock or any Convertible Securities.

5. Reserved Shares. The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of Series A Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all Series A Preferred Stock from time to time outstanding. If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series A Preferred Stock require registration or listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered upon conversion, the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration, listing or approval, as the case may be. All shares of Common Stock that may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof. In case any shares of Series A Preferred Stock shall be converted pursuant hereto, the shares so converted shall resume the status of authorized but unissued shares of Series A Preferred Stock.

6. Exclusions. Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the Conversion Ratio in the case of (i) the issuance or sale of options, or the shares of stock issuable upon exercise of such options, to purchase up to fifteen percent of the number shares of Common Stock outstanding, subject to adjustment for stock splits, stock dividends, recapitalizations and the like, to directors, officers, employees or consultants of the Corporation pursuant to stock options or stock purchase plans or agreements, whether "qualified" for tax purposes or not, pursuant to plans or arrangements approved by the Board of Directors, and (ii) the issuance of Common Stock upon conversion of the Series A Preferred Stock. The issuances or sales described in the preceding clauses (i) and (ii) shall be ignored for purposes of calculating any adjustment to the Conversion Ratio.