

Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

MP TOTALCARE, INC.

Certificate of Status	0
Certified Copy	2
Page Count	15
Estimated Charge	\$52.50

Restated Art.

06/14/02

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RESTATED ARTICLES OF INCORPORATION
OF
MP TOTALCARE, INC.

These Restated Articles of Incorporation of MP TotalCare, Inc. contain amendments designating the Series A Convertible Preferred Stock of the corporation and the relative rights, preferences, restrictions and limitations thereof. These Restated Articles of Incorporation were duly adopted (i) by unanimous written consent of the Board of Directors of the corporation on June 12, 2002, and (ii) by written consent of the holders of all of the issued and outstanding shares of Common Stock on June 12, 2002. The number of votes cast by the shareholders was sufficient for approval and adoption of these Restated Articles of Incorporation.

Article I
Name

The name of the corporation is MP TotalCare, Inc. (the "Corporation").

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV
Address

The principal place of business of the Corporation shall be 615 South Ware Boulevard, Tampa, Florida 33619.

Article V
Capital Stock

A. Classes of Stock. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of capital stock which the Corporation is authorized to issue is 35,000,000 shares, of which 28,200,000 shares shall be Common Stock and 6,800,000 shares shall be Preferred Stock. All shares of Common Stock and Preferred Stock shall have a par value of \$0.01 per share. The Preferred Stock of the Corporation (the "Preferred Stock") shall consist of one (1) series, Series A Convertible Preferred Stock ("Series A Stock") and shall have the rights, preferences, privileges and restrictions set forth herein.

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B. Rights, Preferences, Privileges and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Stock, which series shall consist of 6,800,000 shares, are as follows:

1. Dividend Provisions. The holders of shares of Series A Stock shall be entitled to receive, prior and in preference to the declaration or payment of any dividend or distribution to the holders of Common Stock or any other shares or equity securities of the Corporation ranking junior to such Series A Stock with respect to the payment of dividends or the distribution of assets on liquidation (as applicable, "Junior Securities"), dividends which shall accrue cumulatively on each share of Series A Stock on a daily basis at the rate and in the manner prescribed in this Section B.1. from and including the date of issuance of such share of Series A Stock to but excluding the date on which any conversion of such share of Series A Stock shall have been effected, and payable when, as and if any dividend or distribution is declared by the Board of Directors. The date on which the Corporation initially issues a share of Series A Stock will be deemed to be its "date of issuance" regardless of the number of times transfer of such share of Series A Stock is made or the number of certificates which may be issued to evidence a share of Series A Stock.

a. Dividends shall accrue on each share of Series A Stock at a rate per annum of 9% (compounded semi-annually) of the Original Series A Stock Issue Price (as defined below) (as adjusted for stock splits, stock dividends, combinations, recapitalizations and similar events). In the event of any liquidation or dissolution or winding up of the Corporation or the bankruptcy of the Corporation, all accrued and unpaid dividends on a share of Series A Stock shall be added to the liquidation preference of such share on the payment date under subsection B.2.a. below or upon the bankruptcy of the Corporation, as the case may be, accrued cumulatively to but excluding such payment date or bankruptcy. If there shall be any accrued but unpaid dividends immediately prior to, and in the event of, a conversion of shares of Series A Stock into shares of Common Stock, all accrued and unpaid dividends on those shares of Series A Stock shall be forfeited and shall not be added to the Original Series A Stock Issue Price for purposes of determining the number of shares of Common Stock to be issued upon such conversion.

b. No dividend or other distribution (other than a dividend or distribution payable solely in Common Stock) shall be paid on or set apart for payment on the Common Stock of the Corporation or other Junior Securities nor shall any payment be made on account of the purchase, redemption or retirement of any Common Stock of the Corporation or other Junior Securities, unless all accrued and unpaid dividends on the Series A Stock have been or contemporaneously are paid or set apart for payment in accordance herewith. A conversion of a convertible security which by its terms is convertible into Common Stock by the holder thereof shall not be deemed a purchase, redemption or retirement of the security so converted for purposes of this subsection B.1.b.

2. Liquidation Preference.

a. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), the holders of Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock or any other Junior Securities by reason of their ownership thereof, an amount equal to the greater of (i) an amount per share in cash equal to \$3.25 for each share of Series A Stock then held by them (as adjusted for any stock splits, stock dividends, stock combinations and similar transactions with respect to the Series A Stock) (the "Original Series A Stock Issue Price") plus all accrued or declared but unpaid dividends on such Series A Stock as of the date of such event (together, the "Series A Stock Liquidation Preference") or (ii) an amount per share as would have been payable had each such share of Series A Stock been converted to Common Stock pursuant to Section B.3. immediately prior to such Liquidation Event. If, upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment to such holders of the full Series A Stock Liquidation Preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed, ratably among the holders of the Series A Stock in proportion to the aggregate Series A Stock Liquidation Preference that would otherwise be payable to each of such holders. In the event of a Liquidation Event, the Series A Stock shall be cancelled, with no further rights or preferences, at such time as the Series A Stock Liquidation Preference has been paid in full or the holders of the Series A Stock have been paid pursuant to clause (ii) of this subsection. Nothing in this subsection shall affect the right of the Series A Stock to convert pursuant to Section B.3. prior to the consummation of a Liquidation Event.

b. In the event of a Liquidation Event, following completion of the distribution required by the first sentence of paragraph a. of this Section B.2., if assets or surplus funds remain in the Corporation, the holders of the Common Stock shall share ratably in all remaining assets of the Corporation, based on the number of shares of Common Stock then outstanding.

c. For the purposes of this Section B.2., a Liquidation Event of the Company shall be deemed to be occasioned by, or to include, (i) a sale of all or substantially all of the assets of the Company, or (ii) the merger or consolidation of the Company with any other entity in which the holders of a majority of the Company's voting securities as constituted immediately prior to such merger or consolidation do not hold after such merger or consolidation a majority of the voting securities of the Company or the surviving entity, or any transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred. In the event of a deemed liquidation as described in this Section B.2., if the consideration received by the Company is other than cash, its value will be deemed its fair market value as reasonably determined in good faith by the Board of Directors.

d. The Corporation shall mail to each holder of Series A Stock, at least twenty (20) days prior to a Liquidation Event, a notice setting forth the date on which such Liquidation Event is expected to become effective and the type and amount of anticipated proceeds per share of Series A Stock and Common Stock to be distributed with respect thereto.

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e. In the event that, immediately prior to the closing of a transaction described in subsection B.2.c. the cash distributions required by subsection B.2.a. have not been made, the Corporation shall forthwith either:

(1) cause such closing to be postponed until such time as such cash distributions have been made, or

(2) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection B.3.i. hereof.

3. Conversion. The holders of Series A Stock shall have conversion rights as follows (the "Conversion Rights"):

a. Right to Convert. Each share of Series A Stock shall be convertible at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series A Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Stock Issue Price by the "Conversion Price" at the time in effect for such share. The initial "Conversion Price" per share for shares of Series A Stock shall be the Original Series A Stock Issue Price; provided, however, that the Conversion Price in effect from time to time for Series A Stock shall be subject to adjustment as provided hereinafter.

b. Mechanics of Conversion.

(1) Each conversion of shares of Series A Stock into shares of Common Stock shall be effected by the surrender of the certificate(s) evidencing the shares of Series A Stock to be converted (the "Converting Shares") at the principal office of the Corporation (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of Series A Stock) at any time during its usual business hours, together with written notice by the holder of such Converting Shares, (i) stating that the holder desires to convert the Converting Shares, or a specified number of such Converting Shares, evidenced by such certificate(s) into shares of Common Stock (the "Converted Shares"), and (ii) giving the name(s) (with addresses) and denominations in which the certificate(s) evidencing the Converted Shares shall be issued, and instructions for the delivery thereof. Upon receipt of the notice described in the first sentence of this subsection B.3.b.(1), together with the certificate(s) evidencing the Converting Shares, the Corporation shall be obligated to, and shall, issue and deliver in accordance with such instructions the certificate(s) evidencing the Converted Shares issuable upon such conversion and a certificate (which shall contain such legends, if any, as were set forth on the surrendered certificate(s)) representing any shares which were represented by the certificate(s) surrendered to the Corporation in connection with such conversion but which were not Converting Shares and, therefore, were not converted. Such conversion, to the extent permitted by law, shall be deemed to have been effected as of the close of business on the date on which such certificate(s) shall have been surrendered and such written notice shall have been received by the Corporation, and at such time the rights of the holder of

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such Converting Shares as such holder shall cease, and the person(s) in whose name or names any certificate(s) evidencing the Converted Shares are to be issued upon such conversion shall be deemed to have become the holder(s) of record of the Converted Shares.

(2) Upon the issuance of the Converted Shares in accordance with this Section B.3., such shares shall be deemed to be duly authorized, validly issued, fully paid and non-assessable.

(3) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A Stock for conversion as permitted herein, be conditioned upon the closing of such underwritten sale of securities pursuant to such offering in which event the person(s) entitled to receive the shares issuable upon such conversion shall not be deemed to have converted such shares until immediately prior to the closing of such sale of securities.

c. Adjustments to Conversion Price of Series A Stock for Certain Diluting Issues.

(1) Special Definitions. For purposes of this Section B.3., the following definitions shall apply:

(a) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(b) "Original Issue Date" shall mean the date on which the first share of Series A Stock is issued.

(c) "Convertible Securities" shall mean any evidence of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(d) "Additional Common Stock" shall mean all Common Stock issued (or, pursuant to subsection B.3.c.(3), deemed to be issued) by the Corporation after the Original Issue Date, other than Common Stock issued or issuable:

(A) upon conversion of the Series A Stock issued pursuant to the Subscription Agreement, among the Corporation and the subscribers named therein, relating to the initial issuance of shares of Series A Stock;

(B) to officers, directors or employees of, or consultants to, the Corporation pursuant to stock grants, stock options or similar employee stock incentives on terms approved by the Board of Directors;

(C) as a dividend or distribution on the Series A Stock; and

(D) for which adjustment of the Conversion Price of the Series A Stock is made pursuant to subsection B.3.d.

(2) No Adjustment of Conversion Price. No adjustment in the Conversion Price of a share of Series A Stock shall be made in respect of the issuance of Additional Common Stock unless the consideration per share (determined pursuant to subsection B.3.c.(5) hereof) for Additional Common Stock issued or deemed to be issued (pursuant to subsection B.4.d.(3)) by the Corporation is less than the Conversion Price for such share of Series A Stock in effect on the date of, and immediately prior to, such issue.

(3) Deemed Issue of Additional Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Common Stock (unless the Common Stock issuable pursuant to such Options or Convertible Securities are excluded from the definition of Additional Common Stock by any subpart of subsection B.3.c.(1)(d)), issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to subsection B.3.c.(5) hereof) of such Additional Common Stock would be less than the Series A Stock Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Common Stock are deemed to be issued:

(a) no further adjustments in the Series A Stock Conversion Price shall be made upon the subsequent issue of Convertible Securities or Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(b) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof (including any such increase or decrease under or by reason of provisions designed to protect against dilution), the Series A Stock Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Series A

Stock Conversion Price shall affect Common Stock previously issued upon conversion of any shares of Series A Stock);

(c) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Series A Stock Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) in the case of Convertible Securities or Options for Common Stock, the only Additional Common Stock issued were the Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange (provided, however, that no such adjustment of the Series A Stock Conversion Price shall affect Common Stock previously issued upon conversion of any shares of Series A Stock), and

(B) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to subsection B.3.c.(5)(b)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised (provided, however, that no such adjustment of the Series A Stock Conversion Price shall affect Common Stock previously issued upon conversion of any shares of Series A Stock);

(d) no readjustment pursuant to clause (b) or (c) above shall have the effect of increasing the Series A Stock Conversion Price to an amount which exceeds the lower of (a) the Series A Stock Conversion Price on the original adjustment date, or (b) the Series A Stock Conversion Price that would have resulted from any issuance of Additional Common Stock between the original adjustment date and such readjustment date; and

(e) in the case of any Options which expire by their terms not more than 90 days after the date of issue thereof, no adjustment of the Series A Stock Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (c) above.

(4) Weighted Average Anti-dilution Protection. In the event the Corporation at any time after the Original Issue Date shall issue Additional Common Stock (including Additional Common Stock deemed to be issued pursuant to subsection B.3.c.(3) but

subject to the exclusions of subsection B.3.c.(1)(d)) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue for Series A Stock, then and in such event the Conversion Price of Series A Stock shall be reduced, concurrently with such issue, to a Conversion Price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of shares of Additional Common Stock so issued would purchase at such Conversion Price, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Additional Common Stock so issued; provided that, for the purposes of this subsection B.3.c.(4), all Common Stock issuable upon conversion of all outstanding Series A Stock shall be deemed to be outstanding.

(5) Determination of Consideration. For purposes of this subsection B.3.c., the consideration received by the Corporation for the issue of any Additional Common Stock shall be computed as follows:

(a) Cash and Property. Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as reasonably determined in good faith by the Board of Directors; and

(C) in the event shares of Additional Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as reasonably determined in good faith by the Board of Directors.

(b) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Common Stock deemed to have been issued pursuant to subsection B.3.c.(3), relating to Options and Convertible Securities, shall be determined by dividing:

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise in full of such Options or the conversion or exchange of all such Convertible Securities, or in the case of Options for

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Convertible Securities, the exercise in full of such Options for Convertible Securities and the conversion or exchange of all such Convertible Securities, by

(B) the maximum number of shares Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

d. Conversion Price Adjustments for Subdivisions, Combinations or Consolidations of Common Stock.

(1) In the event the Corporation should at any time or from time to time after the date hereof fix a record date for the effectuation of a split or subdivision of the outstanding Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Common Stock (hereinafter referred to as "Common Stock Equivalents"), without payment of any consideration by such holder for the additional Common Stock or the Common Stock Equivalents (including the additional Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of Series A Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Stock shall be increased in proportion to such increase of outstanding Common Stock and shares issuable with respect to Common Stock Equivalents.

(2) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding Common Stock, then, following the record date of such combination, the Conversion Price of Series A Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Stock shall be decreased in proportion to such decrease in outstanding Common Stock.

e. Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other entities or persons, evidences of indebtedness issued by the Corporation or other entities or persons, assets (excluding cash dividends) or options or rights not referred to in subsection B.3.d.(1), the holders of the Series A Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution or, if no such record date is fixed, as of the date such distribution is made. The accrued dividends on each share of Series A Stock, as set forth in Section B.1., shall be deemed to be reduced by the fair market value, as reasonably determined in good faith by the Board, of the distribution received by such share of Series A Stock pursuant to this Section B.3.e.

f. Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination, merger or sale of assets transaction provided for elsewhere in this Section B.3., provision shall be made so that the holders of Series A Stock shall thereafter be entitled to receive upon conversion of the Series A Stock the number of shares of stock or other securities or property of the Corporation to which a holder of Common Stock would have been entitled on recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section B.3. with respect to the rights of the holders of the Series A Stock after the recapitalization to the end that the provisions of this Section B.3. (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Series A Stock) shall be applicable after that event as nearly equivalent as may be practicable.

g. No Impairment. The Corporation will not, by amendment of its Restated Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section B.3. and in the taking of all such actions as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Stock against impairment.

h. No Fractional Shares and Certificate as to Adjustments.

(1) In lieu of any fractional shares to which a holder of Series A Stock would otherwise be entitled upon conversion, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock, as reasonably determined in good faith by the Board of Directors. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(2) Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series A Stock pursuant to this Section B.3., the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price of the Series A Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Series A Stock.

i. Notices of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon any class or series of capital stock, whether in cash, property, stock or other securities; (ii) to effect any reclassification or

recapitalization of its Common Stock outstanding involving a change in the Common Stock; (iii) to merge or consolidate with or into any other corporation, or to sell, lease or convey all or substantially all of its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall mail to each holder of Series A Stock:

(1) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend or distribution (and specifying the date on which the holders of the affected class or series of capital stock shall be entitled thereto) or for determining the rights to vote, if any, in respect of the matters referred to in clauses (ii) and (iii) above; and

(2) in the case of the matters referred to in (ii) and (iii) above, written notice of such impending transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holder in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction (and specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event) and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein.

j. Reservation of Stock Issuable Upon Conversion. 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 the shares of the Series A Stock, such number of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Stock; and if at any time the number of authorized but unissued Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Stock, in addition to such other remedies as shall be available to the holders of such Series A Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Stock to such number of shares as shall be sufficient for such purposes.

k. Notices. Any notice required by the provisions of this Section B.3. to be given to the holders of shares of Series A Stock shall be deemed given (i) upon personal delivery to the party to be notified; (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient, if not, then on the next business day; (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid; or (iv) one day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All communications shall be sent to each holder of record at his address appearing on the books of this Corporation.

l. Taxes and Costs. The issue of certificates evidencing Common Stock upon conversion of Series A Stock in accordance with the terms provided herein shall be

made without charge to the holders of such shares for any issue tax in respect thereof or other cost incurred by the Corporation in connection with such conversion; provided, however, the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series A Stock so converted.

4. Voting Rights.

a. The holders of Series A Stock shall be entitled to notice of all stockholders meetings in accordance with the Corporation's bylaws and shall be entitled to vote on all matters submitted to the stockholders for a vote together with the holders of the Common Stock, voting together as a single class (except as to those matters set out in this Section B.4. where the holders of Series A Stock vote separately as a class), with each share of Common Stock entitled to one vote per share and each share of Series A Stock entitled to one vote for each share of Common Stock issuable upon conversion of the Series A Stock as of the record date for such vote or, if no record date is specified, as of the date of such vote.

b. In addition to any other rights provided by law or set forth herein, so long as any shares of Series A Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of a majority of the outstanding shares of Series A Stock:

(1) authorize, create or issue any shares of any class or series of stock (or issue any securities that are convertible into or exercisable for such a class or series of stock) that is on a parity with or senior to the Series A Stock with respect to the payment of dividends or the distribution of assets on liquidation;

(2) increase the authorized number of shares of Series A Stock;

(3) amend this Restated Articles of Incorporation or the Series A Corporation's Bylaws in a manner that is adverse to holders of Series A Stock;

(4) cause or permit any subsidiary of the Corporation directly or indirectly to take any actions described in clauses (1) through (3) above.

5. Status of Converted Stock. In the event any shares of Series A Stock shall be converted pursuant to Section B.3. hereof, the shares so converted shall be canceled and shall not be re-issuable by the Corporation.

6. Redemption. The Series A Stock is not redeemable.

C. Rights, Preferences, Privileges and Restrictions of Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as follows:

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends or other distributions as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, the assets of the Corporation shall be distributed as provided in Section B.2. of this Article V.

3. Voting Rights. Except as otherwise provided in this Articles of Incorporation or required by applicable law, the holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

4. Redemption. The Common Stock is not redeemable.

Article VI
Registered Office and Agent

The registered office of the Corporation shall be 201 North Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of the registered agent of the Corporation at that address shall continue to be Peter J. Kelley.

Article VII
Board of Directors

The Corporation shall have at least one director. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one (1).

Article VIII
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and

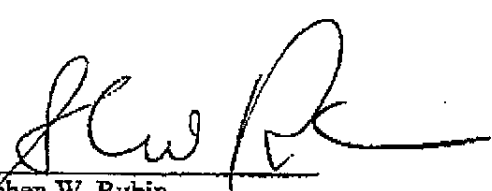
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directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on this 12th day of June, 2002.



Stephen W. Rubin
Secretary