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Division of Corporations

TRENAM, KEMKER

NO. 7658

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BASIC AMENDMENT

ILIAN CORPORATION

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TALLAHASSEE FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ILIAN Corporation**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ILIAN Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. Section 4.1(a)(ii) of the Third Amended and Restated Articles of Incorporation (the "Articles") is amended to increase the number of shares of preferred stock designated as Series C Convertible Participating Preferred Stock from 10,000,000 to 10,750,000.
2. The Articles are amended by deleting Sections 7.1, 7.2 and 7.3 in their entirety and replacing them with the following:

7.1. Number of Members of Board of Directors.

(a) The Board of Directors of the Corporation shall consist of seven (7) members, of which (a) the holders of the Series B Preferred Stock and Series C Preferred Stock will elect, subject to Section 7.1(b) below, two (2) members of the Board (the "Preferred Directors"), (b) the holders of the Common Stock voting as a separate class will elect, subject to Section 7.1(b) below, two (2) members of the Board (the "Common Directors"), (c) the Preferred Investors (as defined below) will elect, subject to Section 7.1(c) below, one (1) member of the Board (the "Preferred Investor Director"), (d) the Common Representatives (as defined below) will elect, subject to Section 7.1(d) below, one (1) member of the Board (the "Common Representative Director") and (e) the remaining member (the "Joint Director") will be elected by the holders of the Common Stock; subject to the nominee for Joint Director being approved by the holders of the Series B Preferred Stock as provided in Section 7.2 below. The holders of the Common Stock for purposes of this Article VII shall not be determined on an as-converted basis, but rather by the identification of the holders of Common Stock on the record date of the election.

(b) So long as Lovett Miller Venture Fund III, Limited Partnership or one of its subsidiaries or affiliates ("Lovett Miller") owns at least 33 1/3% of the shares of Series B Preferred Stock or Series C Preferred Stock (including Common Stock issued on conversion of its Series B Preferred Stock or Series C Preferred Stock) originally issued to

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Lovett Miller pursuant to the Investment Agreement (Series B Convertible Preferred Stock) dated as of December 27, 2001 (the "Series B Investment Agreement"), and the Series C Investment Agreement, respectively, the holders of the Series B Preferred Stock and Series C Preferred Stock shall nominate and elect as one of the Preferred Directors a representative designated by Lovett Miller. So long as Jefferson Capital Partners II, L.P. or one of its subsidiaries or affiliates ("Jefferson") owns at least 33 1/3% of the shares of Series B Preferred Stock or Series C Preferred Stock (including Common Stock issued on conversion of its Series B Preferred Stock or Series C Preferred Stock) originally issued to Jefferson pursuant to the Series B Investment Agreement and the Series C Investment Agreement, respectively, the holders of the Series B Preferred Stock or Series C Preferred Stock shall nominate and elect as one of the Preferred Directors a representative designated by Jefferson. If Lovett Miller or Jefferson, as the case may be, fails to own the requisite number of Series B Preferred Stock or Series C Preferred Stock provided for above, then the director that would otherwise be elected by Lovett Miller or Jefferson, as the case may be, shall be elected by the holders of Common Stock voting as a separate class, and such director shall thereafter be a Common Director.

(c) The Preferred Investor Director shall be nominated by a majority of the Preferred Investors, with each Preferred Investor having a single vote for this purpose, and approved by a majority of the Common Representatives (as defined below), with each Common Representative having a single vote for this purpose and with each Common Representative's approval not being unreasonably withheld or delayed; provided, however, that the Preferred Investor Director shall (i) have senior level management experience relevant to the business conducted, and proposed to be conducted, by the Corporation, and (ii) be Independent (as defined below). The "Preferred Investors," as that term is used in this Article VII, shall mean Lovett Miller, Jefferson, and Wakefield (as defined below); provided, however, that Lovett Miller shall not be considered a Preferred Investor in the event that it is no longer entitled to designate a Preferred Director pursuant to Section 7.1(b) above, Jefferson shall not be considered a Preferred Investor in the event that it is no longer entitled to designate a Preferred Director pursuant to Section 7.1(b) above, and Wakefield shall not be considered a Preferred Investor in the event that it is no longer entitled to the right to notice and the right to attend meetings as set forth in Section 7.7 below. In the event that the number of Preferred Investors is less than two (2), then the director that would otherwise be nominated by the Preferred Investors shall be elected by the holders of Common Stock voting as a separate class, and such director shall thereafter be a Common Director.

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(d) The Common Representative Director shall be nominated by a majority of the Common Representatives, with each Common Representative having a single vote for this purpose, and approved by a majority of the Preferred Investors, with each Preferred Investor having a single vote for this purpose and with each Preferred Investor's approval not being unreasonably withheld or delayed provided, however, that the Common Representative Director shall (i) have senior level management experience relevant to the business conducted, and proposed to be conducted, by the Corporation, and (ii) shall be Independent (as defined below). The "Common Representatives," as that term is used in this Article VII, shall mean, at any given time, the Common Directors and the Joint Director. In the event that the number of Preferred Investors is less than two (2), then the director that would otherwise be nominated by the Common Representatives shall be elected by the holders of Common Stock voting as a separate class, and such director shall thereafter be a Common Director.

(e) As used in this Section 7.1, the term "Independent" shall mean an individual that (i) has no business relationship with any Preferred Investor, Common Representative, Ricardo A. Salas, Richard Ferrelli or Lane France, (ii) has no other relationship with any Preferred Investor, Common Representative, Ricardo A. Salas, Richard Ferrelli or Lane France which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and (iii) satisfies the definition of "independent" under Rule 4200(a)(15) of the rules of the National Association of Securities Dealers, Inc., as the same may be amended from time to time, and any successor rule thereto.

7.2.Designation of Nominees. The holders of a majority of the shares of Common Stock, voting as a class, may nominate and elect the Common Directors. If Lovett Miller, Jefferson, the Preferred Investors, the Common Representatives or the holders of the Common Stock, as the case may be, fail to nominate and elect a person to serve as director, that position on the Board of Directors will be left vacant until they do so. The holders of a majority of the shares of the Common Stock, voting as a class, may nominate and elect the Joint Director; provided however, the holders of a majority of the shares of the Series B Preferred Stock and Series C Preferred Stock, voting together as a single class, will have the right to consent to any nominee for Joint Director who is not an outside director (for purposes of this section, an "outside director" shall be a person who is not an officer, employee, shareholder, or consultant of the Corporation and not a family member of those persons); provided, however, that such consent will not be unreasonably withheld.

7.3.Removal of Directors; Election of Successors. A party, class, series or group that elects or designates a director (or directors) pursuant to Section 7.1 or 7.2 may remove the director(s) that it designated, with or without cause, by

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notice to the Corporation. If a director is so removed, resigns, is unable to serve, or for any other reason a vacancy in a Board position occurs, then the party, the holders of shares of the applicable class or series or the designated group, as the case may be, that elected or designated that director may replace the director. In each case, the applicable class, series or group may act by written notice to the Corporation, signed by the majority of the group or the holders of a majority of the outstanding shares of that class or series, as the case may be, or by action at a meeting called for that purpose.

3. This amendment to the Articles was approved and recommended to the shareholders for approval pursuant to a unanimous written consent of the Board of Directors of the Corporation dated August 31, 2005.
4. This amendment to the Articles was approved by (i) a majority of the holders of the Corporations's Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, all voting together as a class, (ii) a majority of the holders of Series B Preferred Stock, voting separately as a class, and (iii) a majority of the holders of Series C Preferred Stock, voting separately as a class, with the number of votes cast in favor of this amendment by the shareholders in each voting group being sufficient for approval by such voting group.

IN WITNESS WHEREOF, these Articles of Amendment to the Third Amended and Restated Articles of Incorporation of the Corporation have been executed as of this 31 day of August, 2005.

ILIANT CORPORATION

By: 

Deb Zinkus
Chief Operating Officer

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