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**BASIC AMENDMENT**

**WOOD CONNECTION, INC.**

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Amendment

4-2-01

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WOOD CONNECTION, INC.**

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1. The name of this corporation is Wood Connection, Inc., a Florida corporation (the "Corporation").
2. The Board of Directors of the Corporation approved the following amendments to the Corporation's Articles of Incorporation by unanimous written consent dated as of March 30, 2001.
3. The shareholders of the Corporation approved the following amendments by written consent dated as of March 28, 2001, and the number of votes cast for the amendments by the shareholders was sufficient for approval.
4. The Articles of Incorporation as heretofore granted by the Secretary of the State of Florida on January 31, 2000, are hereby amended in the following particulars:

(a) Article III of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

**"ARTICLE III. CAPITAL STOCK"**

Section 3.1 **Authorized Capital.** The total number of shares of capital stock which this corporation is authorized to issue is fifteen million (15,000,000) shares (the "Capital Stock") divided into classes as follows:

- (a) Ten million (10,000,000) shares of common stock having a par value of \$0.012 per share (the "Common Stock"); and
- (b) Five million (5,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 3.3.

All such issued shares shall be fully paid and nonassessable.

Section 3.2 **Common Stock.** Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the corporation remaining after the holders of any outstanding classes or series of Preferred

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Stock having preferential rights to such assets have received the distributions to which they are entitled.

**Section 3.3 Preferred Stock.** The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the corporation before shares of Common Stock are entitled to receive such distributions."

(b) The Articles of Incorporation are hereby further amended to append to the end thereof "Addendum Number 1 to Articles of Incorporation of Wood Connection, Inc. Designating the Rights, Preferences and Limitations of Series A Convertible Preferred Stock, \$0.01 Par Value", which is attached to these Articles of Amendment.

IN WITNESS WHEREOF, Wood Connection, Inc. has caused this Amendment to be signed by John W. Mattox, its President, this 30th day of March, 2001.

WOOD CONNECTION, INC.

By:  PRES  
John W. Mattox, President

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**ADDENDUM NUMBER 1  
TO  
ARTICLES OF INCORPORATION  
OF  
WOOD CONNECTION, INC.**

**DESIGNATING THE RIGHTS, PREFERENCES AND  
LIMITATIONS OF**

**SERIES A CONVERTIBLE PREFERRED STOCK, \$0.01 PAR VALUE**

Wood Connection, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to authority vested in the Board of Directors of the Corporation by Section 3.3 of its Articles of Incorporation, the Board of Directors duly adopted the following resolution, pursuant to a unanimous written consent dated March 30, 2001, creating a series of 160,000 shares of Preferred Stock, \$.01 par value, to be designated the "Series A Convertible Preferred Stock":

"RESOLVED, that pursuant to authority vested in the Board of Directors of the Corporation by Section 3.3 of its Articles of Incorporation, the Board of Directors does hereby create a series of the authorized Preferred Stock, \$.01 par value (the "Preferred Stock"), of the Corporation, and does hereby establish the number of shares to be included in such series, and does hereby fix the designation, powers, preferences, and rights of the shares of such series and the qualifications, limitations or restrictions thereof as follows:

**SERIES A CONVERTIBLE PREFERRED STOCK**

**1. Definitions.**

1.1. "Automatic Conversion Threshold" means \$20.024 per share, adjusted in accordance with Section 7.3 hereof.

1.2. "Conversion Price" means \$10.00 per share, adjusted in accordance with Section 7.3 hereof.

1.3. "Disposition" means (i) the sale of all or substantially all of the Corporation's operating assets; (ii) any transaction or series of transactions involving a consolidation of or merger or reorganization by the Corporation with or into any other entity (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions); and (iii) the sale or other disposition of voting control of the Corporation, whether such sale occurs through the Corporation's issuance of shares of equity securities in a single transaction or upon the sale by an equity holder or group of

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equity holders in any one transaction or group of integrated transactions (other than a transaction or series of transactions in which the holders of a majority of the outstanding equity securities of the Corporation immediately prior to such transaction or series of transactions own a majority of the outstanding equity securities of the surviving corporation after such transaction or series of transactions).

1.4. "Liquidation Event" means any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, including, without limitation, a Disposition, unless such Disposition is a Qualifying Disposition.

1.5. "Liquidation Price" means \$10.00 per share outstanding, plus an amount in cash equal to all accrued but unpaid dividends thereon to the date fixed for the Liquidation Event.

1.6. "Qualifying Disposition" means a Disposition results in per share consideration to the holders of the Series A Preferred Stock of at least the Automatic Conversion Threshold.

2. **Designation and Amount.** The shares of such series shall be designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting such series shall be 160,000.

3. **Rank.** With respect to rights on liquidation, winding up and dissolution, the Series A Preferred Stock shall rank senior to the Common Stock, \$.012 par value (the "Common Stock"), of the Corporation.

4. **Dividends.** If any cash dividends or other distributions are declared by the Board of Directors with respect to the Common Stock, then a dividend or distribution, as the case may be, shall be declared and paid at the same time to the holders of Series A Preferred Stock at the rate per share equal to the product of (i) the per share dividend declared on the Common Stock and (ii) the number of shares of Common Stock into which each share of the Series A Preferred Stock is convertible on the record date.

5. **Liquidation Preference.** In the event of any Liquidation Event, the holders of shares of the Series A Preferred Stock then outstanding and not then converted shall be entitled to (i) convert their shares into shares of Common Stock of the Corporation and share in the assets of the Corporation or receive such other consideration on the same basis as the holders of Common Stock or (ii) be paid out of the assets of the Corporation available for distribution to its stockholders an amount in cash equal to the Liquidation Price (or, if there are insufficient assets available to make the full distributions required by this clause (ii), the holders of the Series A Preferred Stock shall share, ratably, according to the number of the shares of Series A Preferred Stock then held by them, in the assets available for distribution), before any payment shall be made or any assets distributed to the holders of the Common Stock, but without any further right to participate in the residual assets of the Corporation after receiving cash equal to the Liquidation Price.

6. **Voting Rights.** Each issued and outstanding share of Series A Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which such

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share of Series A Preferred Stock could be converted at the record date for determination of the stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is first solicited. Except as otherwise provided by law or the Corporation's Articles of Incorporation, each issued and outstanding share of Series A Preferred Stock and Common Stock shall vote together as a single class of stock, and not as a separate class, on all matters on which the holders of Common Stock are entitled to vote.

**7. Conversion Rights.** The holders of the Series A Preferred Stock shall have the following conversion rights (the "Conversion Rights"):

**7.1. General.** Each share of the Series A Preferred Stock shall be convertible (i) 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 Preferred Stock, (ii) automatically upon the closing of a Qualifying Disposition, (iii) automatically upon the closing of a firmly underwritten public offering of shares of Common Stock at a per share price not less than the Automatic Conversion Threshold and with an aggregate offering price to the public of not less than \$4,000,000 (before deduction of underwriters' commissions and expenses related to the offering) and (iv) automatically upon the consent, set forth in a written notice to the Corporation and all record holders of Series A Preferred Stock, of the holders of at least 50% of the outstanding shares of Series A Preferred Stock of an election to convert Series A Preferred Stock into Common Stock.

**7.2. Conversion Ratio.** Upon conversion, each share of Series A Preferred Stock shall be converted into fully paid and nonassessable shares of Common Stock. The number of shares of Common Stock to be received at any time for each share of Series A Preferred Stock will be the quotient obtained by dividing \$10.00 by the Conversion Price.

**7.3. Stock Splits and Reverse Splits.** If at any time (i) the outstanding shares of Common Stock are subdivided into a greater number of shares, then the Conversion Price and Automatic Conversion Threshold will be decreased proportionately or (ii) the outstanding Common Stock is consolidated into a smaller number of shares, then the Conversion Price and Automatic Conversion Threshold will be increased proportionately.

**7.4. Effect of Reorganization or Reclassification.** If the holders of Common Stock are entitled to receive securities and/or assets as a result of a reorganization, recapitalization, reclassification, merger, consolidation, liquidation, sale of voting control of the Corporation, sale of its operating assets or otherwise (other than a situation covered by Paragraph 7.3), then the Conversion Price then in effect shall, concurrently with the effectiveness of such transaction or series of transactions, be proportionately adjusted such that the holders of the Series A Preferred Stock shall have the right thereafter, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, to convert such shares into the kind and amount of shares of capital stock and other securities and property receivable upon such transaction or series of transactions that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately prior to such transaction or transactions. If, as a result of this Section 7, the holders of the Series A Preferred Stock shall become entitled to receive any securities other than Common Stock upon conversion,

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the number of shares and Conversion Price for such securities shall be adjusted thereafter in the same manner as provided pursuant to this Section 7 for Common Stock. The allocation of Conversion Price between the various securities shall be made by the Board of Directors of the Corporation in good faith at the time of the event by which the holders of the Series A Preferred Stock become entitled to receive new securities.

**7.5. Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value. Before any holder of the Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation of such desire to convert at such office that he elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to this Section 7, the outstanding shares of the Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

**8. Notice of Liquidation Events and Qualifying Dispositions.** If at any time there is a Liquidation Event or a Qualifying Disposition, then the Corporation shall give the holders of Series A Preferred Stock at least thirty (30) but not more than ninety (90) days written notice of the date on which the books of the Corporation will close or upon which a record will be taken with regard to such occurrence. Such notice will also specify the date as of which the holders of the Common Stock will be entitled to exchange their shares for securities or other property. The notice may state that the record date is subject to the effectiveness of a registration statement under the Securities Act or a favorable vote or determination of shareholders or of any governmental agency or other similar condition."