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REPLY TO: Tampa

February 2, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Amendment Department

Re: Articles of Amendment to the Articles of Incorporation for
Player Connection, Inc.

Dear Sir or Madam:

Enclosed is the original Articles of Amendment to the Articles of Incorporation of Player Connection, Inc. Designating Powers, Designations, Preferences and Rights of Series A Convertible Preferred Stock of Player Connection, Inc. together with this firm's check in the amount of \$42.75 representing the filing fee of \$35.00 for amending the Articles of Incorporation and \$8.75 certified copy fee. Please file the Amendment and provide me with a certified copy at your earliest convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,


John R. Newcomer, Jr.

JRN/pt
Enclosure

T. LEWIS FEB 6 2001

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FILED
01 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PLAYER CONNECTION, INC. DESIGNATING
POWERS, DESIGNATIONS, PREFERENCES AND
RIGHTS OF SERIES A CONVERTIBLE PREFERRED
STOCK OF PLAYER CONNECTION, INC.**

FILED
01 FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAYER CONNECTION, INC., hereinafter called the "Corporation," a corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, does hereby certify as follows:

ONE: Article IV of the Articles of Incorporation is hereby amended by adding the following to Article IV:

The undersigned, James Chester, does hereby certify:

That said James Chester is, and at all time herein mentioned was both, duly elected and acting President of Player Connection, Inc., a Florida corporation (the "Company").

That at a special meeting of the Board of Directors of the Company, on January 19, 2001, the following resolutions were duly adopted:

WHEREAS, the Board of Directors of the Company is authorized, within the limitations and restrictions stated in the Certificate of Incorporation, as amended, to fix by resolution or resolutions providing for the issue of any series of Preferred Stock the number of shares included in such series and the voting powers, designations, preferences and relative, participating, optional or other rights, if any, of such series and the qualifications, limitations or restrictions thereof; and

WHEREAS, it is the desire of the Board of Directors of the Company, pursuant to its authority as aforesaid, to fix the terms of this Series A. Preferred Stock and the number of shares constituting such series;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors does hereby create and provide for the issue of a series of Preferred Stock of the Company, to be designated and known as Series A. Convertible Preferred Stock. The number of shares of Series A Convertible Preferred Stock authorized to be issued is fifty thousand (50,000) shares.

The voting and other powers, designations, preferences and relative, participating, optional or other rights of such series and the qualifications, limitations or restrictions thereof are as follows:

1. Designation of Series. The designation of the series of preference stock created by this resolution shall be "Series A. Convertible Preferred Stock"

(hereinafter called "Series A Preferred"). All shares of Series A Preferred shall be issued as full shares.

2. Dividends. The holders of the Series A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors, out of the assets of the Company legally available therefor, prior and in preference to any dividend on the common stock, a dividend at the rate of \$.04 per share per annum from the date of issuance, on the record date for such dividend. Dividends on Series A Preferred shall be cumulative and no dividends or distributions shall be paid or redemptions made with respect to any common stock or shares of any other class or series of capital stock ranking junior to Series A Preferred ("Junior Stock"), until the full amount of all accumulated dividends on all outstanding shares of Series A Preferred shall have been declared and paid. The Series A Preferred shall be of equal preference with all other series of Class A Preferred Stock of the Company and, in the event a dividend is declared which is not sufficient to satisfy all accumulated dividends on all outstanding shares of Class A Preferred Stock of all series, such dividend shall be shared ratably between all shares of Class A Preferred, on the basis of total cumulated dividend in each such series. Accumulations of unpaid dividends shall bear no interest.

3. Liquidation. In a Liquidation Event, the holders of Series A Preferred will be entitled to receive out of the assets of the Company available for distribution, in preference to the holders of the common stock and any junior preferred stock of the Company, a liquidation preference per share equal to the greater of (a) \$.50 plus unpaid dividends, whether or not declared, or (b) the amount such holder would have received as a holder of common stock if the Series A Preferred had been converted to common stock pursuant to Section 4 at the time of distribution. If upon any Liquidation Event, the assets of the Company available for distribution to its shareholders shall be insufficient to pay the holders of the Series A Preferred the full amounts to which they are entitled, the holders of the Series A Preferred shall share ratably with the holders of all other series of Class A Preferred Stock in the distribution of such assets in proportion to the full preferential amounts to which each such holder is otherwise entitled. A "Liquidation Event" shall be defined as the liquidation of the Company. Any securities to be delivered to the holders of a Series A Preferred and common stock upon a Liquidation Event shall be valued as follows:

(a) If traded on recognized security exchange, the value shall be deemed to be the average of the closing prices of the securities on that exchange over the 30-day period ending three business days prior to the closing;

(b) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three business days prior to the closing; and

(c) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Company and holder(s) of not less than a majority of the Series A Preferred, provided that if the Company and the

holders of a majority of the outstanding shares of Series A Preferred are unable to reach an agreement, then by independent appraisal by an investment banker. The cost of such appraisal shall be borne ½ by the Company and ½ by the holders of the Series A Preferred.

4. Conversion. Each share of Series A Preferred shall be convertible, at the option of the holder thereof, without payment of additional consideration, at any time after the date of issuance of such share, the office of the Company or any transfer agent for such stock, into one fully-paid and nonassessable share of common stock of the Company. The Series A Preferred shall be subject to the antidilution provisions set forth in Section 5 hereof. To convert shares, the holder thereof shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for such stock, and shall give written notice to the Company at such office that he or she elects to convert the same. The Company shall, as soon as practicable thereafter, issue and deliver to such holder, at such office and in his or her name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of common stock into which such converted shares of stock were convertible on the Conversion Date, as hereinafter defined. 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 the Series A Preferred (the "Conversion Date"). 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 the Conversion Date. All shares of common stock which may be issued upon conversion of the shares of Series A Preferred will upon issuance by the Company be duly and validly issued, fully paid and nonassessable and free from all liens, taxes and charges with respect to the issuance thereof, and the Company shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than par value of the common stock).

5. Conversion Adjustment. (a) In the event the Company shall distribute, as a dividend or otherwise, to the holders of shares of any class of capital stock of the Company, any share of capital stock of the Company evidences of indebtedness or other assets or rights, options or warrants to subscribe for or purchase any of its securities or effects a stock split of its shares of common stock ("Convertible Assets") at any time when any shares of Series A Preferred are outstanding or when any instrument convertible into shares of Series A Preferred is outstanding, then the holders of the Series A Preferred shall be entitled to receive, upon conversion of the Series A Preferred, and, in addition to the shares of common stock provided for in Section 4 hereof, the Convertible Assets which such shares of Series A Preferred would have been entitled to receive if such shares had been outstanding on the date of distribution of such Convertible Assets.

(b) Until such time as the Company has raised an aggregate of \$3,000,000 in equity capital in the form of cash investments, upon each issuance of common stock or securities convertible into common stock, the holders of the Series A Preferred Stock shall be entitled to receive, upon conversion of the Series A

Preferred, that number of additional common shares as is equal to 3% of all such common shares (or equivalents) issued following the date hereof. Thereafter, in the event the Company shall issue additional shares of common stock, or additional shares or other securities which are convertible into common stock, at a price which is less than \$.50 per common share (as adjusted for any distribution pursuant to subsection (a) above), then the holders of the Series A Preferred shall be entitled to receive, upon conversion of the Series A Preferred, that number of additional common shares as is determined by dividing \$.50 by such lower price and multiplying such amount by the number of Series A Preferred Shares outstanding immediately prior to such adjustment. Notwithstanding the foregoing, this subparagraph (b) shall not cause any change in the number of shares issuable upon conversion of Series A Preferred Stock with respect to the issuance of up to an aggregate of one hundred fifty thousand (150,000) shares of common stock or options or other securities convertible into common stock to employees and consultants of the Company as additional compensation for services.

(c) The Company shall give notice to all holders of Series A Preferred of any issuance of stock or other securities which would cause a conversion adjustment pursuant to this Section 5.

6. Automatic Conversion. The Series A Preferred will be automatically converted upon the closing of a firm commitment underwritten public offering of common stock pursuant to an effective registration statement under the Securities Act of 1993, as amended, for the account of the Company at a price per share of at least \$4.00 (adjusted for any common stock dividend paid after the date hereof on any common stock split occurring after the date hereof) and resulting in net proceeds to the Company of no less than Ten Million Dollars (\$10,000,000) (a "Qualified Offering"). Any automatic conversion shall be effective without any action on the part of the holder of Series A Preferred upon not less than 20 days prior written notice of the automatic conversion delivered to all holders of the Series A Preferred.

7. Voting Rights. On all matters, the Series A Preferred will vote with the common stock as a single class and each share of Series A Preferred will have one vote for each share of common stock to which it would be entitled, if converted to common stock on such date. In addition, the approval of a majority of the Series A Preferred, voting as a separate class, will be required to (a) create or issue any class of stock which (i) is prior in preferences to the Series A Preferred, or (ii) has more than one vote per share, or in any manner reduces or otherwise negatively affects the Series A Preferred, or (b) reclassify any common stock into shares having any preference or priority superior to the Series A Preferred. In addition, the approval of a majority of all outstanding shares of Preferred Stock (of all Series), voting as a separate class, will be required to (c) to redeem any common or junior preferred stock, or (d) increase the authorized number of shares of Series A Preferred Stock.

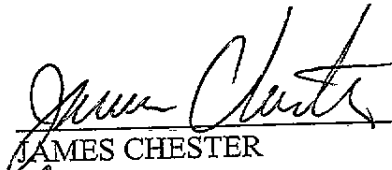
8. Mandatory Redemption. At any time after January 1, 2004, each holder of Series A Preferred may demand that the Company redeem all shares of Series A Preferred owned by such holder by delivering written notice of such

demand to the Company. Upon such demand, the Company shall purchase and redeem all such shares on the date that is 60 days following the date of the notice at a redemption price of \$.40 per share. Such redemption price shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reclassification or other similar event involving Series A Preferred Stock.

9. Reservation of Shares. The Corporation shall reserve at all times so long as any shares of Series A Preferred stock remain outstanding, free from preemptive rights, out of its treasury stock or its authorized but unissued shares of common stock, or both, solely for the purpose of effecting the conversion of the shares of Series A Preferred stock, sufficient shares of common stock to provide for the conversion of all outstanding shares of Series A Preferred stock.

RESOLVED FURTHER, that the President or any Vice President, and the Secretary, the Treasurer or any Assistant Secretary of the Company, are each authorized to execute, verify and file a certificate of designation of preferences in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 18th day of January, 2001.



JAMES CHESTER
CEO and _____, President

ATTEST:

James Chester
James Chester, Secretary

STATE OF Florida)
) ss
COUNTY OF Hillsborough)

I, C. Patricia Till, a Notary Public, do hereby certify that on this 17th day of January, 2001, personally appeared before me James Chester, who being by me first duly sworn, declared that she is the person who executed the within instrument on behalf of Player Connection, Inc., and such person duly acknowledged the execution of the same.

C. Patricia Till
Notary Public

My Commission Expires: 4/23/04



The foregoing amendment was adopted pursuant to a Resolution voted upon by all the directors and all the stockholders of the Corporation unanimously on the 18th day of January, 2001.

PLAYER CONNECTION, INC.

By: James Chester
James Chester, Director and Shareholder

By: Curtis Pope
Curtis Pope, Shareholder

By: James Chester
Cognitive Solutions, Inc., Shareholder
Print Name: James Chester

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 2nd day of February, 2001, by James Chester, as Director and Shareholder of Player Connection, Inc., a Florida corporation, on behalf of the corporation. James Chester is personally known to me and did take an oath.

C. Patricia Till

NOTARY PUBLIC, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 2nd day of February, 2001, by Curtis Pope, as Shareholder of Player Connection, Inc., a Florida corporation, on behalf of the corporation. Curtis Pope is personally known to me and did take an oath.

C. Patricia Till

NOTARY PUBLIC, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 2nd day of February, 2001, by James Chester, who is the Shareholder of Cognitive Solutions, Inc., who is personally known to me and who did take an oath.

C. Patricia Till

NOTARY PUBLIC, State of Florida
My Commission Expires:

