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BASIC AMENDMENT
AIRLINK CORPORATION

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AMEND
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AIRLINK CORPORATION**

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CONVERTIBLE PREFERRED STOCK, SERIES A

AirLink Corporation, a corporation organized and existing under the laws of the State of Florida (the "Company"), in accordance with the provisions of Section 607.0602, Florida Statutes, hereby certifies that, pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation, the Board of Directors, on May 8, 2000, adopted the following resolution creating the series of preferred stock designated Convertible Preferred Stock, Series A:

RESOLVED, that pursuant to the authority granted to the Board of Directors by Article IV, Paragraph B, of the Articles of Incorporation, there is hereby created and the Company be, and hereby is, authorized to issue a series of preferred stock with the following terms, conditions, designations, preferences and privileges; relative, participating, optional and other special rights; and qualifications, limitations and restrictions:

1. **Certain Definitions.** Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified.
 - a. ***Common Stock.*** The term "Common Stock" shall mean all shares now or hereafter authorized of any class of Common Stock of the Company and any other stock of the Company, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets and earnings of the Company without limit as to per share amount.
 - b. ***Junior Stock.*** The term "Junior Stock" shall mean the Common Stock and any other class or series of stock of the Company issued after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Company until the Series A Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.
 - c. ***Subscription Price.*** The term "Subscription Price" shall mean \$1.00 per share.
 - d. ***Issue Date.*** The terms "Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the Corporation.
2. **Designation and Number of Shares of Series.** A series of preferred stock is hereby

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established and designed "Convertible Preferred Stock, Series A," par value \$0.04 per share (hereinafter sometimes referred to as "Series A Preferred Stock"). The number of shares which shall constitute the Series A Preferred Stock shall be up to 1,120,000 of the 10,000,000 shares of preferred stock authorized by the Articles of Incorporation.

3. Dividends. The holders of the Series A Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors and out of the assets of the Company which are by law available for the payment of dividends.
4. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Company, before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred Stock shall be entitled to be paid the Subscription Price of all outstanding shares of Series A Preferred Stock as of the date of such liquidation or dissolution or such other winding up, and no more, in cash or in property taken at its fair value as determined by the Board of Directors, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Series A Preferred Stock, the remaining assets and funds of the Company shall be distributed among the holders of Junior Stock, according to their respective shares and priorities. If, upon any such liquidation, dissolution or other winding up of the affairs of the Company, the net assets of the Company distributable among the holders of all outstanding shares of the Series A Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Company shall be distributed among the holders of the Series A Preferred Stock. Neither the consolidation or merger of the Company into or with another corporation or corporations, nor the sale of all or substantially all of the assets of the Company to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the Company within the meaning of this paragraph.
5. Conversion Rights. The Series A Preferred Stock shall be convertible into Common Stock as follows:
 - a. *Optional Conversion.* Subject to and upon compliance with the provisions of this paragraph, the holder of any shares of Series A Preferred Stock shall have the right at such holder's option, at any time or from time to time, to convert any of such shares of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock at the conversion rate of one (1) share of Series A Preferred Stock for four (4) shares of Common Stock.
 - b. *Mechanics of Conversion.* The holder of any shares of Series A Preferred Stock may exercise the conversion right specified above by surrendering to the Company or any transfer agent of the Company the certificate or certificates for

the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made and such date is referred to herein as the "Conversion Date." The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series A Preferred Stock surrendered for conversion, the Company shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Company, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

6. No Voting Rights. The holders of Series A Preferred Stock shall have no voting rights except as required by law.
7. Status of Reacquired Shares. Shares of Series A Preferred Stock which have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of preferred stock issuable in series undesignated as to series and may be redesignated and reissued.
8. Effective Date. These Articles of Amendment to the Articles of Incorporation shall be effective May 8th, 2000.

IN WITNESS WHEREOF, AIRLINK CORPORATION has caused these Articles of Amendment to the Articles of Incorporation to be duly executed this 30th day of May 2000.

AIRLINK CORPORATION


Herb Dorsett

Attest:


Jean Steinberg, Secretary