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BASIC AMENDMENT

PROFESSIONAL BENEFIT SOLUTIONS, INC.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PROFESSIONAL BENEFIT SOLUTIONS, INC.**

PROFESSIONAL BENEFIT SOLUTIONS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 3 in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE 3

CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall be authorized to issue is 350,000, of which (i) 200,000 shares shall be common stock, having a par value of \$.02 per share ("Common Stock"), and (ii) 150,000 shares shall be preferred stock, having a par value of \$.02 per share. The authorized shares of preferred stock can be divided into series, and, by executing this amendment, the Corporation is creating a series consisting of 150,000 shares, which shall be known as the Series A Preferred Stock (herein referred to as "Series A Preferred Stock").

The following is a description of the limitations and relative rights of the respective classes of authorized capital stock and a statement of the preferences, voting powers, relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the respective classes of authorized capital stock.

A. SERIES A PREFERRED STOCK

I. VOTING

a. Except as set forth in paragraph b. below, the Series A Preferred Stock is non-voting capital stock.

b. So long as any shares of Series A Preferred 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 at least a majority of the then outstanding shares of Series A Preferred Stock materially alter or change the rights, preferences or privileges of the Series A Preferred Stock, as set forth in these Articles of Incorporation, or increase or decrease the total number of authorized shares of Series A Preferred Stock.

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II. DIVIDENDS

a. Cumulative Dividends on Series A Preferred Stock. From and including the date of issuance of each share of Series A Preferred Stock to the redemption of the Series A Preferred Stock, the holders of shares of Series A Preferred Stock shall be entitled to receive, prior to and in preference to any declaration or payment of any dividend on any other shares of capital stock of the Corporation, a cumulative dividend for each such share at a rate per annum equal to eight percent (8%) of the Stated Value (as defined herein) thereof, calculated on a non-compounding basis, payable when and as declared by the Board of Directors, if at all, in cash, to the extent funds are legally available therefor in accordance with the Florida Business Corporation Act. Such dividends shall accrue whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. The date on which the Corporation initially issues any share of Series A Preferred Stock shall be deemed to be its "date of issuance" regardless of the number of times transfer of such share is made on the stock records maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such share.

b. Restrictions on Other Dividends. Notwithstanding any provision in these Articles of Incorporation to the contrary, so long as any shares of Series A Preferred Stock are outstanding, in no event shall the Corporation accrue, declare or pay dividends on any shares of Common Stock of the Corporation, in any year unless the aggregate dividends have been paid in full on all Series A Preferred Stock for the current and all preceding years.

III. LIQUIDATION

a. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the holders of the shares of Series A Preferred Stock shall be paid, before any payment shall be paid to the holders of any stock ranking in liquidation junior to the Series A Preferred Stock, an amount for each share of Series A Preferred Stock held by such holder equal to the sum of (1) the Stated Value thereof and (2) an amount equal to dividends accrued but unpaid thereon, computed to the date payment thereof is made available (such applicable amount payable with respect to a share of Series A Preferred Stock being sometimes referred to as the "Individual Series A Preferred Liquidation Preference Payment") and with respect to all shares of Series A Preferred Stock in the aggregate being sometimes referred to as the "Aggregate Series A Liquidation Preference Payment"). If upon such liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the assets to be distributed among the holders of shares of Series A Preferred Stock shall be insufficient to permit payment to the holders of Series A Preferred Stock of an aggregate amount equal to the Aggregate Series A Liquidation Preference Payment, then the entire assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series A Preferred Stock (based on the Individual Series A Liquidation Preference Payments due to the respective holders of Series A Preferred Stock). Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, after the holders of Series A Preferred Stock shall have been paid in full the Aggregate Series A Preferred Liquidation Preference

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Payment, the remaining net assets of the Corporation shall be distributed as provided in paragraphs b and c of this Section III.

b. Upon any liquidation, dissolution or winding up of the Corporation, immediately after the holders of Series A Preferred Stock have been paid in full the Aggregate Series A Liquidation Preference Payment pursuant to paragraph a above, the remaining net assets of the Corporation available for distribution shall be distributed pro-rata among the holders of shares of Common Stock.

c. Whenever the distribution provided for in this Section III shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors.

IV. CONVERSIONS

The shares of Series A Preferred Stock are not convertible into common stock.

V. REDEMPTION

The shares of Series A Preferred Stock shall be redeemed as follows:

a. Optional Redemption. The Corporation shall, at any time, have the right at its election to call or to redeem all or any shares of Series A Preferred Stock. Upon approval and notice by the Corporation's Board of Directors (the "Series A Redemption Notice"), the Corporation shall redeem all or part of the then outstanding Series A Preferred Stock on such date set forth in the Series A Redemption Notice (the "Series A Redemption Date"). All holders of Series A Preferred Stock shall deliver to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for the Series A Preferred Stock or at the principal office of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the Series A Preferred Stock to be redeemed on the Series A Redemption Date, duly endorsed for transfer to the Corporation (if required by it) on or before the applicable Series A Redemption Date. Each redemption of Series A Preferred Stock, shall be made *pro rata* (so that the number of shares of Series A Preferred Stock held by each registered owner whose shares are being redeemed shall be reduced in an amount which shall bear the same ratio to the total number of shares of Series A Preferred Stock being redeemed as all such shares then held by such registered owner bears to the aggregate number of shares of Series A Preferred Stock then outstanding).

b. Redemption Price and Payment. The Series A Preferred Stock to be redeemed on the Series A Redemption Date shall be redeemed by paying for each share in cash an amount equal to (a) the Stated Value per share of each such share, plus (b) an amount equal to the total amount of (i) all dividends accrued and unpaid on each such share to the date such share is redeemed, whether or not declared, and (ii) all other dividends declared and unpaid on each such share through the date of actual redemption, such amount being referred to as the "Series A Redemption Price". Such payment shall be made in full on the Series A Redemption Date to the holders entitled thereto with respect to their shares being redeemed on such date.

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c. Redemption Mechanics for Optional Redemptions. The Series A Redemption Notice shall be addressed to each holder of Series A Preferred Stock at his address as shown by the records of the Corporation. From and after the close of business on the Series A Redemption Date, as applicable, unless there shall have been a default in the payment of the Series A Redemption Price, all rights of holders of shares of Series A Preferred Stock to be redeemed on the Series A Redemption Date, (except the right to receive the Series A Redemption Price, as applicable) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of Series A Preferred Stock on any Series A Redemption Date are insufficient to redeem the number of shares, if any, of Series A Preferred Stock required under this Section V to be redeemed on such date, those funds which are legally available will be used to redeem the shares of Series A Preferred Stock to be redeemed on such Series A Redemption Date and the maximum possible number of such shares of Series A Preferred Stock ratably if the funds of the Corporation legally available therefor are insufficient to redeem all shares of Series A Preferred Stock. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares of Series A Preferred Stock which the Corporation was theretofore obligated to redeem, ratably.

Any shares of Series A Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein.

d. Redeemed or Otherwise Acquired Shares to be Retired. Any shares of Preferred Stock redeemed pursuant to this Section V or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Preferred Stock.

VI. DEFINITIONS

As used herein, the following terms shall have the following meanings:

a. The term "Person" shall mean an individual, partnership, corporation, unincorporated organization or association, limited liability company, trust or other entity.

b. The term "Stated Value" shall mean \$1.00 per share with respect to the Series A Preferred Stock (subject to appropriate adjustment for stock splits, reverse stock splits, stock dividends, recapitalizations, reclassifications and similar events affecting the Series A Preferred Stock).

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B. COMMON STOCK

I. Priority. All preferences, dividend rights, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

II. Voting Rights. Except as otherwise required by law or these Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by such stockholder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation. Except as may be otherwise provided in these Articles of Incorporation or by law, the Common Stock shall vote together as a single class on all actions to be taken by the stockholders of the Corporation. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, voting together as a single class, irrespective of any provisions of the Florida Business Corporation Act to the contrary.

III. Dividends. Subject to Section A, II, above, the holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

IV. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential liquidation rights and any participation rights of any then outstanding Series A Preferred Stock."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the corporation having executed a written statement, dated July 15, 2004, manifesting his intention that the amendment be adopted.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 15th day of July, 2004.

PROFESSIONAL BENEFIT SOLUTIONS, INC.

By 
Laurie Andrea, President

[SIGNATURE PAGE - ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION]

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