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BASIC AMENDMENT
OMNICLUSTER TECHNOLOGIES, INC.

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Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394

Phone: 954-462-2000
Fax: 954-523-1722
Website: www.gunster.com

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FAX NO: 850-205-0380

PHONE NO:

FROM: Jeannie J. Ha, Paralegal

PHONE NO: ext. 428

E-MAIL: jha@gunster.com

CLIENT NO: 00023902.09000

5 PAGES INCLUDING COVER

MESSAGE:

Please see the attached.

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**ARTICLES OF AMENDMENT
OF
OMNICLUSTER TECHNOLOGIES, INC.**

1. The name of the Corporation is OmniCluster Technologies, Inc.

2. Article V of the Corporation's Amended and Restated Articles of Incorporation, as amended, is hereby amended in its entirety to read as follows:

CAPITAL STOCK

The Corporation shall have the authority to issue a maximum of (a) 200,000,000 shares of Common Stock having a par value of \$.0001 per share, and (b) 105,820,000 shares of Preferred Stock having no par value.

The Preferred Stock may be issued in one or more series as shall from time to time be created and authorized by the Board of Directors as hereinafter provided. The Board of Directors is expressly authorized, by resolutions from time to time adopted providing for the issuance of any series of the Preferred stock, to the extent not fixed by the provisions hereinafter set forth or otherwise provided by law, to determine that any series of Preferred Stock shall be without voting powers and to fix and state the voting powers, full or limited, if any, the designations, powers, preferences and relative, participating, optional and other special rights, if any, of the shares of each series of the Preferred Stock, and the qualifications, limitations and restrictions thereof.

23,100,000 shares of the Preferred Stock are designated as Series A Convertible Preferred Stock having no par value with the powers, preferences and relative, participating, optional and other special rights, and qualifications, limitations or restrictions set forth on in Exhibit "A" hereto (the "Preferred Stock Designation"), 6,720,000 shares of the Preferred Stock are designated as Series A-1 Convertible Preferred Stock having no par value, 12,000,000 shares of the Preferred Stock are designated as Series A-2 Convertible Preferred Stock having no par value, and 64,000,000 shares of the Preferred Stock are designated as Series A-3 Convertible Preferred Stock having no par value. With the sole exception of the following modification of the initial Conversion Price (set forth in Section 5(b)(i) of the Preferred Stock Designation) and the right to elect a majority of the Board of Directors as set forth in Article VIII of the Corporation's Amended and Restated Articles of Incorporation, as amended, the powers, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions of both the Series A-1 Convertible Preferred Stock and Series A-2 Convertible Preferred Stock are identical to those of the Series A Convertible Preferred Stock set forth in the Preferred Stock Designation and all references to Series A Preferred Stock shall include Series A, Series A-1 and Series A-2 Convertible Preferred Stock: Except as otherwise adjusted pursuant to that certain Note Purchase Agreement by and between the Corporation and the holders of the Series A-1 Convertible Preferred Stock and Series A-2 Convertible Preferred Stock dated

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September 20, 2002, the initial Conversion Price for the Series A-1 Convertible Preferred Stock shall be \$.125 and the initial Conversion Price of the Series A-2 Convertible Preferred Stock shall be \$.175. Except for the following modification to the Liquidation Value (set forth in Section 10 of the Preferred Stock Designation) and the Conversion Price (set forth in Section 5(b)(i) of the Preferred Stock Designation), the powers, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions of the Series A-3 Convertible Preferred Stock are identical to those of the Series A Convertible Preferred Stock set forth in the Preferred Stock Designation and all references to Series A Preferred Stock shall include Series A, Series A-1, Series A-2 and Series A-3 Convertible Preferred Stock: The Liquidation Value of the Series A-3 Preferred Stock shall be \$.125 and the initial Conversion Price for the Series A-3 Convertible Preferred Stock shall be \$.125.

3. Article VIII of the Corporation's Amended and Restated Articles of Amendment is hereby created by inserting the following:

Article VIII.

Right to Elect Default Directors

For so long as any holder of the Corporation's Series A-1 or Series A-2 Preferred Stock is a Holder (collectively, the "Series A-1 and A-2 Holders"), as that term is defined in that certain Promissory Note dated¹ between the Corporation and the parties identified as Lenders on the signature page thereto (the "Note Purchase Agreement"), if an Event of Default, as that term is defined in the Note Purchase Agreement, has occurred and continues uncured for 30 days after written notice to the Board, the number of directors constituting the Corporation's Board shall, upon the written request of the holders of a majority of the Series A-1 and Series A-2 Preferred Stock (determined in the aggregate with each Share of Series A-1 and Series A-2 Preferred Stock treated equally) held by the Series A-1 and A-2 Holders (the "Majority Holders"), be increased by three (or such other amount required to give the Series A-1 and A-2 Holders a majority of the Board), and the Series A-1 and A-2 Holders shall have the special right, voting separately as a single class (with each Share of Series A-1 and Series A-2 Preferred Stock being entitled to one vote) and to the exclusion of all other classes of the Corporation's stock, to elect individuals to fill such newly created directorships (the "Default Directors"), to remove any individuals elected to be Default Directors and to fill any vacancies among the Default Directors. The special right of the Series A-1 and A-2 Holders to elect these Default Directors may be exercised at the special meeting called pursuant to this Article VIII, at any annual or other special meeting of shareholders and, to the extent and in the manner permitted by applicable law and the Corporation's bylaws, pursuant to a written consent in lieu of a shareholders meeting. Such special right shall continue until such time as there is no longer any Event of Default in existence, at which time such special right shall terminate and each Default Director shall promptly sign, subject to revesting upon the occurrence and continuation of any Event of Default which gives rise to such special right hereunder.

At any time when such special right has vested in the Series A-1 and A-2 Holders, a proper officer of the Corporation shall, upon the written request of the Majority Holders, addressed to the secretary of the Corporation, either call a special meeting of the Series A-1 and A-2 Holders or circulate a written consent

¹ dated effective as of September 23, 2002

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in lieu of such meeting to all Series A-1 and A-2 Holders for the purpose of electing directors pursuant to this subparagraph. Such meeting shall be held at the earliest legally permissible date at the principal office of the Corporation, or at such other place designated by the holders of at least 10% of the Series A-1 and Series A-2 Preferred Stock held by the Series A-1 and A-2 Holders. If such meeting has not been called or a written consent not been circulated by a proper officer of the Corporation within 10 days after personal service of such written request upon the secretary of the Corporation or within 20 days after mailing the same to the secretary of the Corporation at its principal office, then the Majority Holders may designate in writing one of their number to call such meeting at the expense of the Corporation, and such meeting may be called by such Person so designated upon the notice required for annual meetings of shareholders and shall be held at the Corporation's principal office, or at such other place designated by the Majority Holders. Any Series A-1 and A-2 Holder so designated shall be given access to the stock record books of the Corporation for the purpose of causing a meeting of shareholders to be called pursuant to this Article VIII.

At any meeting or at any adjournment thereof at which the Series A-1 and A-2 Holders have the special right to elect directors, the presence, in person or by proxy, of the holders of a majority of the Series A-1 and A-2 Preferred Stock held by the Series A-1 and A-2 Holders shall be required to constitute a quorum for the election or removal of any director by the Series A-1 and A-2 Holders exercising such special right. The vote of a majority of such quorum shall be required to elect or remove any such director.

Any director so elected by the Series A-1 and A-2 Holders shall continue to serve as a director until the expiration of the lesser of (a) the date on which there is not longer any Event of Default in existence or (b) the remaining period of the full term for which such director has been elected. After the expiration of such period or when the full term for which such director has been elected ceases (provided that the special right to elect directors has terminated), as the case may be, the number of directors constituting the Board of the Corporation shall decrease to such number as constituted the whole Board of the Corporation immediately prior to the occurrence of the Event or Events of Default giving rise to the special right to elect directors set forth herein.

The foregoing amendment was adopted by a majority of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on September 20, 2002, manifesting their intention that this amendment be adopted, pursuant to Section 607.1003, Florida Statutes.

4. The number of votes cast for said amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as Chief Executive Officer of the Corporation, has executed these Articles of Amendment as of the 20 day of September, 2002.


STERLING WHARTON, CEO

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