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01 OCT 18 PM 4:11
T. SEC. OF STATE
TAMPA, FLORIDA

UNIT NO. : 072100000032

REFERENCE : 072771 121767A

AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

ORDER DATE : October 18, 2001

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CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq
Karp & Genauer, P.a.
Suite 1202
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Coral Gables, FL 33134

Amended

DOMESTIC AMENDMENT FILING

NAME: WEB CD EXCHANGE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- RAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: *DR*

10/18/01

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TAMPA, FLORIDA

**FIRST ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEB CD EXCHANGE, INC.**

Document Number of Corporation: P00000050170

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Web CD Exchange, Inc. ("Corporation") was duly organized as a Florida corporation on May 22, 2000, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. The Articles of Incorporation of the Corporation were amended and restated in their entirety pursuant to Amended and Restated Articles of Incorporation of the Corporation which were duly filed with the Florida Secretary of State on September 27, 2001. Pursuant to the provisions of Section 607.1006, Florida Statutes, the Amended and Restated Articles of Incorporation of the Corporation are hereby amended as follows:

FIRST:

Article IV, Section C.2 is hereby deleted in its entirety and the following is hereby substituted therefor:

2. Dividends and Distributions. Holders of shares of the Series A Preferred Stock shall be entitled to receive, out of funds legally available therefor, cumulative dividends of \$0.80 per share per annum (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares), payable in annual installments of \$0.80 per share not later than the last business day of each October, commencing on the last business day of October 2002, unless such shares of Series A Preferred Stock shall have been converted to Common Stock as described herein and provided that the Board of Directors of the Corporation has determined that the Corporation has achieved sufficient profitability such that the payment of such dividend at such time is in the best interests of the Corporation. Such dividends shall accrue and shall be cumulative from the date of issuance of each share of Series A Preferred Stock, whether or not declared. The Corporation shall not declare or pay any dividends or distributions on shares of Common Stock, or any other class or series of Junior Stock until all cumulated but unpaid dividends owing to the holders of the Series A Preferred Stock at the rate specified above shall have been paid in full.

SECOND:

Article IV, Section C.4 entitled "Redemption at Corporation's Option" is hereby deleted in its entirety.

THIRD:

Article IV, Section C.6(a) is hereby deleted in its entirety and the following is hereby substituted therefor:

- (1) Optional Conversion. Subject to and upon compliance with the provisions of this Section C.6, each holder of shares of the Series A Preferred Stock shall have the right, at such holder's option, at any time and from time to time, to convert all or any of such holder's shares of the Series A Preferred Stock and all or any part of the cumulated but unpaid dividends applicable to such Series A Preferred Stock into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock into which a share of the Series A Preferred Stock shall be convertible (calculated as to each conversion to the nearest 1/100th of a share) shall be equal to the quotient determined by dividing (x) the Series A Original Issuance Price by (y) the Conversion Price in effect at the close of business on the Conversion Date (determined as provided in this Section C.6). The number of shares of Common Stock into which cumulated but unpaid dividends owing with respect to the Series A Preferred Stock shall be convertible into Common Stock shall be based upon a conversion rate of \$10.00 of cumulated but unpaid dividends per one share of Common Stock.

FOURTH:

Article IV, Section C.6(b) is hereby deleted in its entirety and the following is hereby substituted therefor:

- (2) Conversion Price. The conversion price (the "Conversion Price") shall initially be the Initial Conversion Price per share of Common Stock, and shall be subject to adjustment from time to time in accordance with Section C.6(e) hereof. The "Initial Conversion Price" for each share of the Series A Preferred Stock shall be the Series A Original Issuance Price. The "Initial Conversion Price" for the cumulated but unpaid dividends owing with respect to the Series A Preferred Stock shall be at the rate of \$10.00 of cumulated but unpaid dividends per one share of Common Stock.

FIFTH:

The definition of "Liquidation Preference" in Article IV, Section C.8 is hereby deleted in its entirety and the following is hereby substituted therefor:

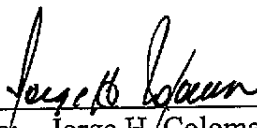
"Liquidation Preference" means for the Series A Preferred Stock, the Series A Original Issuance Price per share of Series A Preferred Stock, plus all cumulated but unpaid dividends thereon, whether or not declared.

The undersigned hereby certifies that the foregoing First Articles of Amendment to Amended and Restated Articles of Incorporation of the Corporation were duly approved and adopted by the unanimous joint written consent of the sole director and sole shareholder of the Corporation dated October 17, 2001 in accordance with the Florida Statutes and the Bylaws of the Corporation.

The number of votes cast for the approval of this First Articles of Amendment to Amended and Restated Articles of Incorporation of the Corporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused this First Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation to be duly executed as of this 17 day of October, 2001.

WEB CD EXCHANGE, INC.

By: 
Name: Jorge H. Coloma
Title: Director and President