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BASIC AMENDMENT

DCSL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

AMEND
KRC
10-31

10/18/2000

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OCTOBER 30, 2000

DCSL, INC.
1645 PALM BEACH LAKES BLVD SUITE 1200
WEST PALM BEACH, FL 33401

SUBJECT: DCSL, INC.
REF: P00000087442

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000055062
LETTER NUMBER: 200A00056335

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DCSL, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, DCSL, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read in its entirety:

ARTICLE III

AUTHORIZED SHARES

The Corporation is authorized to create and issue 50,000,000 shares of Common Stock at \$.001 par value and is authorized to create and issue 10,000,000 shares of Preferred Stock at \$.001 par value. The Preferred Stock may be issued, from time to time, in one or more series, with such designations, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series which shall be adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in an amendment to the Articles of Incorporation of the Corporation made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) the number of shares constituting that series and the distinctive designation of that series;

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(b) whether the holders of shares of that series shall be entitled to receive dividends and, if so, the rates of such dividends, conditions under which and times such dividends may be declared or paid, any preference of any such dividends to, and the relation to, the dividends payable on any other class or classes of stock or any other series of the same class and whether dividends shall be cumulative or noncumulative and, if cumulative, from which date or dates;

(c) whether the holders of shares of that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(d) whether shares of that series shall have conversion or exchange privileges into or for, at the option of either the holder or the Corporation or upon the happening of a specified event, shares of any other class or classes or of any other series of the same or other class or classes of stock of the Corporation and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

(e) whether shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) whether shares of that series shall be subject to the operation of a retirement or sinking fund and, if so subject, the extent to and the manner in which it shall be applied to the purchase or redemption of the shares of that series, and the terms and provisions relative to the operation thereof;

(g) the rights of shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and any preference of any such rights to, and the relation to, the rights in respect thereto of any class or classes of stock or any other series of the same class; and

(h) whether shares of that series shall be subject or entitled to any other preferences, and the other relative, participating, optional or other special rights and qualifications, limitations or restrictions of shares of that series and, if so, the terms thereof.

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Designation of Series A Convertible Preferred Stock

Out of the 10,000,000 authorized shares of Preferred Stock, the Corporation hereby creates a new series consisting of 1,200,000 shares of Series A Convertible Preferred Stock ("Series A Preferred"), which shall have the following preferences and rights, qualifications, limitations and restrictions:

(a) Voting Rights. Except as otherwise provided by law, the holders of Series A Preferred, by virtue of their ownership thereof, shall be entitled to cast the number of votes per share thereof on each matter submitted to the Corporation's shareholders for voting which equals the number of votes which could be cast by the holders of the number of shares of Common Stock into which such shares of Series A Preferred could be converted pursuant to Section 4 hereof immediately prior to the taking of such vote. Such vote shall be cast together with those cast by the holders of Common Stock and not as a separate class except as otherwise provided by law. The Series A Preferred shall not have cumulative voting rights.

(b) Liquidation Rights. The Series A Preferred shall not be entitled to any liquidation rights.

(c) No Dividend Rights. The Series A Preferred shall not be entitled to any dividends.

(d) Conversion.

(i) General. Each share of Series A Preferred shall be convertible into one share of the Corporation's Common Stock only upon the terms and conditions as stated herein.

(ii) Right to Conversion. The Series A Preferred Stock shall be available to be converted into Common Stock at the option of the holder after three (3) months from the final closing date of the sale by the Corporation of Series A Preferred Stock in a private placement offering of not less than \$3 million.

(iii) Method of Exercise; Payment; Issuance of new Series A Preferred; Transfer and Exchange. The conversion right granted by Section 4(B) hereof may be exercised, in whole or in part, by the surrender of the stock certificate or stock certificates representing Series A Preferred to be converted at the principal office of the Corporation (or at such other place as the Corporation may designate in a written notice sent to the holder by first-class mail, postage prepaid, at its address shown on the books of the Corporation) accompanied by written notice of election to convert against delivery of that number of shares of

Common Stock. Each Series A Preferred stock certificate surrendered for

conversion shall be endorsed by its holder. In the event of any exercise of the conversion right of the Series A Preferred granted herein, (i) stock certificates for the shares of Common Stock purchased by virtue of such exercise shall be delivered to such holder forthwith and (ii) unless the Series A Preferred has been fully converted, a new Series A Preferred stock certificate, representing the Series A Preferred not so converted, if any, shall also be delivered to such holder forthwith. The stock certificates for the shares of Common Stock so purchased shall be dated the date of such surrender and the holder making such surrender shall be deemed for all purposes to be the holder of the shares of Common Stock so purchased as of the date of such surrender.

(iv) Mandatory Conversion. On the effective date of: (1) the Corporation's initial public offering; or (2) the dissolution of the Corporation; all shares of Series A Preferred outstanding, not previously converted into Common Stock, shall be converted without any further action on the part of the Corporation or the holders of such Series A Preferred ("Mandatory Conversion") into Common Stock on a one share for one share basis. Notice shall be mailed within ten (10) days after the effective date specified in this section 4(D), by the Corporation to each holder of Series A Preferred by first-class mail, postage prepaid, to such holder's most current address shown on the books of the Corporation. Such notice shall specify the date on which Mandatory Conversion occurred and call upon such holder to surrender to the Corporation, in the manner and at the place designated in such notice, the certificate or certificates representing the shares of Series A Preferred so converted. In the event of Mandatory Conversion, the Corporation shall forthwith transmit to each holder of Series A Preferred upon surrender of the certificate(s) representing such shares, stock certificates for the shares of Common Stock issued as a result thereof, the date of Mandatory Conversion, and such holder shall be deemed for all purposes to be the holder of such Common Stock as of the date of Mandatory Conversion.

(v) Stock Fully Paid; Reservation of Shares. All shares of Common Stock which may be issued upon conversion of Series A Preferred will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issue thereof. At all times that any Series A Preferred is outstanding, the Corporation shall have authorized, and shall have reserved for the purpose of issuance upon such conversion, a sufficient number of shares of Common Stock to provide for the conversion into Common Stock of all Series A Preferred then outstanding.

(vi) Fractional shares. No fractional shares of Common Stock shall be issued in connection with any conversion of Series A Preferred, but in lieu of such fractional shares, the Corporation shall make a cash payment therefor equal in amount to the product of the applicable fraction multiplied by the book value per share or such other method of valuation as the Corporation, in its sole and absolute discretion, shall determine.

(vii) No Reissuance of Series A Preferred. No shares of Series A Preferred which have been converted into Common Stock shall be reissued by the Corporation; provided however, that each such share, after being retired and canceled, shall be restored to the status of an authorized but unissued share of Preferred Stock without designation as to series and may thereafter be issued as a share of Preferred Stock not designated Series A Preferred.

(viii) Anti-Dilution. If prior to the closing of an initial public offering and during the time while any shares of Series A Preferred are outstanding, the Corporation issues capital stock in return for aggregate consideration in excess of \$1,000,000 at less than \$9.00 per share, including options to acquire the Corporation's capital stock, but excluding amounts received pursuant to employee stock option plans or the exercise of warrants, or pursuant to stock dividends, stock splits or a reclassification, then each investor in the Series A Preferred private placement shall have the right to purchase that number of additional shares of Series A Preferred, at a price equal to \$.01 per share, which, when added to the number of shares of Series A Preferred purchased by such investor in the Series A Preferred private placement, will result in such investor owning the number of shares of Series A Preferred which would have been received by the investor if such investor's investment in the private placement had been at the lower purchase price.

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by all the members of the Board of Directors without shareholder action on October 19, 2000, and shareholder action was not required in accordance with Section 607.1006, Florida Statutes.

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IN WITNESS WHEREOF, the undersigned members of the Board of Directors of this Corporation, have executed these Articles of Amendment this 19th day of October, 2000.



Edward G. Berkhof, Director



Edward W. Falcone, Director

Arthur J. Falcone, Director

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IN WITNESS WHEREOF, the undersigned members of the Board of Directors of this Corporation, have executed these Articles of Amendment this 19th day of October, 2000.

Edward G. Berkhof, Director


Edward W. Falcone, Director


Arthur J. Falcone, Director

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