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NASON, YEAGER

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BASIC AMENDMENT

DCSL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment  
12/15/00

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:

The terms of the Series A Convertible Preferred Stock contained in Article III are hereby amended in their entirety, as follows:

Terms of Series A Convertible Preferred Stock

The Corporation shall have the authority to issue 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. If the Corporation shall be voluntarily or involuntarily liquidated, dissolved or wound up, at any time any Series A Preferred shall be outstanding, the holders of the then outstanding Series A Preferred shall have a preference against the property of the Corporation available for distribution to the holders of the Corporation's equity securities equal to the amount of \$9.00 per share (the "Preferential Amount"). In addition,

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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 November 30, 2000, and shareholder action was not required in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of this Corporation, have executed these Articles of Amendment this 30 day of November, 2000.

  
Edward G. Berkhof, Director

  
Edward W. Falcone, Director

  
Arthur J. Falcone, Director

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