

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Worldlink Technologies, Inc.

0

Amended &
Restated
Articles

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☐ Nonprofit

☐ Foreign

☐ Limited Partnership

☐ LLC

☐ Certified Copy

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILE SECOND

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WORLDLINK TECHNOLOGIES, INC.**

FILED
01 OCT 10 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WORLDLINK TECHNOLOGIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is WorldLink Technologies, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was October 4, 2000 (the "Original Articles").
2. These Amended and Restated Articles of Incorporation amend, restate and integrate the provisions of the Original Articles as heretofore amended.
3. These Amended and Restated Articles of Incorporation were proposed and declared advisable by unanimous written consent of the Corporation's Board of Directors and was duly adopted by unanimous written consent of the stockholders of the Corporation in accordance with the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA").
4. The text of the Original Articles is amended and restated in its entirety to provide as herein set forth in full:

ARTICLE I

The name of the corporation is WordLink Technologies, Inc. (the "Corporation").

ARTICLE II

The street address and mailing address of the principal office of the Corporation is:

1110 Bricknell Avenue
Suite 601
Miami, Florida 33131

ARTICLE III

A. AUTHORIZED SHARES.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred million (200,000,000) shares, consisting of one hundred fifty million (150,000,000) shares of Common Stock, par value \$.01 per share ("Common Stock") and fifty million (50,000,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

B. SERIES.

1. Preferred Stock. Shares of Preferred Stock may be issued in one or more series, from time to time, with each such series to consist of such number of shares and to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation, and the Board of Directors is hereby expressly vested with authority, to the full extent now or hereafter provided by law, to adopt any such resolution or resolutions. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- (i) The number of shares constituting that series and the distinctive designation of that series;
- (ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date 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;
- (vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) Any other relative rights, preferences and limitations of that series.

C. SERIES A CONVERTIBLE PREFERRED STOCK

1. Designation of Series.

Five million shares (5,000,000) of the Preferred Stock of the Corporation shall constitute a series of Preferred Stock designated as Series A Preferred Stock ("Series A Preferred"), the powers, preferences and relative and other rights and the qualifications, limitations and restrictions of which are fixed and determined in this Article III, Section C.

2. Dividends.

Subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of the then outstanding shares of Series A Preferred shall be entitled to receive dividends at the rate of 9% per annum of \$0.96 per share (as adjusted for any stock dividend, combination or split with respect to such shares) (the "Series A Purchase Price"), payable in Series A Preferred only, at the Series A Purchase Price. The dividend shall be payable on the earlier of the conversion of the Series A Preferred into Common Stock and August 31, 2002 (the "Payment Date"). 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 otherwise legally available for the payment of dividends, and such dividends shall be cumulative such that all accrued and unpaid dividends shall be fully paid or declared before any dividends, distributions, redemptions or other payments may be made with respect to any Common Stock and any other class or series of shares of the Corporation over which the Series A Preferred has preference or priority in the payment of dividends. Any accumulation of dividends on the Series A Preferred shall not bear interest. The dividends on the Series A Preferred shall cease to accrue after the Payment Date, and no additional dividends will be payable on the Series A Preferred thereafter. In the event that the Corporation declares or pays any dividends upon the Common Stock (whether payable in cash, securities or other property), the Corporation shall also declare and pay to the holders of the Series A Preferred at the same time that it declares and pays such dividends to the holders of the Common Stock, the dividends which would have been declared and paid with respect to the Common Stock issuable upon conversion of the Series A Preferred had all of the outstanding Series A Preferred been converted immediately prior to the record date for such dividend, or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined.

3. Liquidation Preference.

(a) Subject to the rights of any series of Preferred Stock that may from time to time come into existence, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), the holders of Series A Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) the Series A Purchase Price and (ii) an amount equal to accrued or declared but unpaid dividends on each such share. If upon the occurrence of such event, the assets and funds legally available for distribution among the holders of the Series A Preferred are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 3, all of the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock, pro rata based on the number of shares of Common Stock held. (i) For purposes of this Section 3, a Liquidation Event shall be deemed to be occasioned by, or to include, (A) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation; or (B) a sale of all or substantially all of the assets of the Corporation.

(ii) In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through The Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors of the Corporation and the holders of at least a majority of all then outstanding shares of Series A Preferred.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the Board of Directors of the Corporation and the holders of at least a majority of all then outstanding shares of Series A Preferred.

4. Voting Rights.

Except as otherwise expressly provided herein or as required by law, the holders of each share of Series A Preferred shall not be entitled to vote on any matters upon which the holders of the Common Stock have the right to vote. Except as otherwise expressly provided herein or to the extent class or series voting is otherwise required by law or agreement, and for any matter upon which the holders of Series A Preferred are required to vote by law, the holders of the shares of Series A Preferred and Common Stock shall vote together as a single class and not as separate classes on all matters.

5. Conversion. The holders of the Series A Preferred shall have conversion rights as follows (the "Series A Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred shall be convertible into fully paid, nonassessable shares of Common Stock, at the option of the holder thereof, at any time after September 30, 2002, at the office of the Corporation or any transfer agent for such stock, at a conversion rate determined by dividing the Series A Purchase Price by the then Conversion Price, as defined below. The conversion price per share (the "Conversion Price") of the Series A Preferred shall initially be the Series A Purchase Price; provided, however, that the Conversion Price for the Series A Preferred shall be subject to adjustment as set forth in subsection 5(d). Whenever there shall be any change in the Conversion Price pursuant to subsection 5(d) (except for changes made pursuant to subsection 5(d)(iii) and (iv), which provide for their own change in the number of shares of Common Stock issuable upon conversion of the Series A Preferred), then there shall be an adjustment in the number of shares of Common Stock issuable upon conversion of the Series A Preferred, which adjustment shall become effective at the time such change in the Conversion Price becomes effective and shall be made by multiplying the number of shares of Common Stock that are issuable upon conversion of the Series A Preferred immediately before such change in the Conversion Price by a fraction of which the numerator is the Conversion Price immediately before such change and the denominator is the Conversion Price immediately after such change.

(b) Automatic Conversion. Each share of Series A Preferred shall automatically be converted into shares of Common Stock at the then effective Conversion Price (i) upon the written election of the holders of at least a majority of the outstanding Series A Preferred or (ii) upon the closing of a firmly underwritten public offering of shares of Common Stock of the Company with gross proceeds to the Corporation of not less than ten million (\$10,000,000) dollars (a "Qualified IPO").

(c) Mechanics of Conversion. Before any holder of Series A Preferred shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred, and shall give written notice to the Corporation at its principal corporate office if such conversion is occurring pursuant to subsection 5(a) above, of the election to convert the same and shall state the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Series A Preferred to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Common Stock to be converted, and the person or persons entitled to receive the shares of Series A Preferred issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A Preferred for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred shall not be deemed to have converted such Series A Preferred until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A Preferred. The Conversion Price of the Series A Preferred shall be subject to adjustment from time to time as follows:

(i) (A) If the Corporation shall issue, after the date upon which any shares of Series A Preferred were first issued (the "Purchase Date"), any Additional Stock (as defined in subsection 5(d)(ii) below) without consideration or for a consideration per share less than the Conversion Price for the Series A Preferred in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series A Preferred in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (including shares of Common Stock deemed to be issued pursuant to subsection 5(d)(i)(E)(1) or (2)) plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to

such issuance (including shares of Common Stock deemed to be issued pursuant to subsection 5(d)(i)(E)(1) or (2)) plus the number of shares of such Additional Stock to be issued.

(B) No adjustment of the Conversion Price for the Series A Preferred shall be made in an amount less than one cent per share, provided that any adjustments that are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to two (2) years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of two (2) years from the date of the event giving rise to the adjustment being carried forward. Except to the limited extent provided for in subsections (E)(3) and (E)(4) of this Section 5(d)(i) or Section 5(d)(iv), no adjustment of such Conversion Price pursuant to this subsection 5(d)(i) shall have the effect of increasing the Conversion Price above the Conversion Price in effect immediately prior to such adjustment.

(C) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(D) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) In the case of the issuance (whether before, on or after the Purchase Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this subsection 5(d)(i) and subsection 5(d)(ii):

(1) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 5(d)(i)(C) and (D)), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(2) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of

any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 5(d)(i)(C) and (d)(i)(D)).

(3) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection 5(d)(i)(A)), the Conversion Price of the Series A Preferred, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(4) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price of the Series A Preferred, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities (unless such options or rights were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of subsection 5(d)(i)(A)), shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(5) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 5(d)(i)(E)(1) and (2) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 5(d)(i)(E)(3) or (4).

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 5(d)(i)(E)) by the Corporation after the Purchase Date other than:

(A) shares of Common Stock issued pursuant to a transaction described in subsection 5(d)(iii) hereof;

(B) up to 6,000,000 shares of Common Stock (as adjusted for any stock dividend, combination or split with respect to such shares) issued to employees, officers, directors, consultants or other persons performing services for the Corporation (if so issued solely because of any such person's status as an officer, director, employee, consultant or other person performing services for the Corporation and not as part of any offering of the Corporation's securities) pursuant to any stock option plan, stock purchase plan, management incentive plan, consulting agreement or arrangement or other contract or undertaking (collectively, "Incentive Stock") approved by the Board;

(C) shares of Common Stock issued in a bona fide, firmly underwritten public offering of shares of Common Stock before or in connection with which all outstanding shares of Series A Preferred are converted to Common Stock;

(D) shares of Common Stock issuable or issued upon conversion of Series A Preferred or as dividends or distributions on the Series A Preferred;

(E) shares of Common Stock issuable or issued in connection with a bona fide business acquisition of or by the Company that is approved by the Board of Directors, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise;

(F) shares of Common Stock issuable or issued upon exercise of warrants or other securities or rights issued pursuant to equipment lease financings or bank credit arrangements approved by the Board of Directors;

(G) shares of Common Stock issued to entities considered to be important to the Corporation for strategic reasons not exceeding (immediately prior to such issuance) five percent (5%) of the outstanding shares of Common Stock on a fully diluted basis as approved by the Board of Directors.

(iii) In the event the Corporation should at any time or from time to time after the Purchase Date, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred shall be appropriately decreased and the number of shares of Common Stock issuable on conversion

of each share of such class shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(iv) If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred shall be appropriately increased and the number of shares of Common Stock issuable on conversion of each share of such class shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 5(d)(iii), then, in each such case for the purpose of this subsection 5(e), the holders of the Series A Preferred shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred are ultimately convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 5 or in Section 3) provision shall be made so that the holders of Series A Preferred shall thereafter be entitled to receive upon conversion of any of their shares of Series A Preferred the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Series A Preferred after the recapitalization to the end that the provisions of this Section 5 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of Series A Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

(g) Accountants' Certificate of Adjustment. In each case of an adjustment or readjustment of the Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Series A Preferred, the Corporation, at its expense, shall cause independent certified public accountants of recognized standing selected by the Corporation (who may be the independent certified public accountants then auditing the books of the Corporation) to compute such adjustment or readjustment in accordance herewith and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of the Series A Preferred at the holder's address as shown in the Corporation's books no later than fourteen (14) days after the event which shall have caused such adjustment or readjustment of the Conversion Price. The certificate shall set forth such adjustment or

readjustment, showing in detail the facts upon which such adjustment or readjustment is based including a statement of (1) the consideration received or to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (2) the Conversion Price at that time in effect for the Series A Preferred, and (3) the number of Additional Shares of Common Stock and the type and amount, if any, of other property which at the time would be received upon conversion of the Series A Preferred.

(h) Notices of Record Date. In the event that the Corporation shall propose at any time, or from time to time, to (1) declare any dividend or distribution upon its Common Stock or Preferred Stock, (2) effect any reclassification or recapitalization of the Common Stock or Preferred Stock, (3) merge or consolidate the Corporation with or into any other corporation, (4) sell, lease, assign, license, transfer or otherwise convey all or substantially all of the assets of the Corporation, (5) dissolve or wind up the affairs of the Corporation, or (6) offer for sale to the public any shares of Common Stock, the Corporation shall mail to each holder of Series A Preferred:

(i) with respect to item (1) above, at least 30 days prior written notice of the date on which a record shall be taken for such dividend or distribution;

(ii) with respect to items (2), (3), (4) and (5) above, at least 30 days prior written notice of the date on which a record shall be taken for determining the right to vote on such matter, and, in addition, the date on which the proposed transaction will be effective and the date on which the holders of shares of Common Stock and Preferred Stock shall be entitled to exchange their shares for securities or other property deliverable upon the occurrence of the proposed transaction; and

(iii) with respect to item (6), at least 30 days prior written notice of the date on which shares of Common Stock shall be offered to the public.

(i) Fractional shares. No fractional Common Stock shall be issued upon conversion of Series A Preferred. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Corporation's Common Stock on the date of conversion, as determined in good faith by a unanimous vote of the Board. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such conversion.

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred. As a condition precedent to the taking of any action which would cause an adjustment to the

Conversion Price, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient to enable it to validly and legally issue the shares of its Common Stock that are issuable based upon such adjusted Conversion Price.

(k) Notices. Any notice required by the provisions of this Section 5 to be given to the holder of shares of the Series A Preferred shall be deemed given when received by such holder after the same has been sent by means of certified mail, return receipt requested, postage prepaid, by a reputable overnight courier or messenger for hand delivery and addressed to each holder of record at his address appearing on the books of the Corporation.

(l) Payment of Taxes. The Corporation shall pay all taxes and other governmental charges (other than taxes measured by the revenue or income of the holders of the Series A Preferred) that may be imposed in respect of the issue or delivery of shares of Common Stock upon conversion of the shares of the Series A Preferred.

(m) No Dilution or Impairment. The Corporation shall not amend this Amendment or participate in any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed under this Section 5 by the Corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred against dilution or other impairment.

6. Restrictions and Limitations.

(a) So long as any share of Series A Preferred remains outstanding, the Corporation shall not, without the vote or written consent of the holders of a majority of the then outstanding shares of Series A Preferred:

- (i) effect any Liquidating Event;
- (ii) create any new class or series of shares that has a preference over or is on a parity with the Series A Preferred with respect to dividends or liquidation preference;
- (iii) amend, alter or change the powers, preferences or special rights of the Series A Preferred in an adverse manner or authorize additional shares of Series A Preferred;
- (iv) repurchase, redeem or retire any shares of capital stock of the Corporation other than pursuant to contractual rights to repurchase shares of Common Stock held by employees, directors or consultants of the Corporation upon termination of their employment or services;

(v) amend the Articles of Incorporation or Bylaws of the Corporation in which materially adversely affects the rights, preferences and privileges of the Series A Preferred; or

(vi) pay or declare any dividend on any Common Stock (except for dividends payable solely in shares of Common Stock).

7. No Reissuance of Preferred Stock.

No share or shares of Series A Preferred acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

ARTICLE IV

The street address of the registered office of the Corporation is:

1200 South Pine Island Road
Plantation, Florida 33324

The registered agent of the Corporation at such address is CT Corporation System.

ARTICLE V


No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Business Corporation Act as amended from time to time, or any law governing such matters which replaces the Florida Business Corporation Act.

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation of the Corporation were duly approved by the unanimous written consent of the directors of the Corporation and, to the extent shareholder approval is required under the provisions of the FBCA, the Amended and Restated Articles have been approved by the unanimous written consent of the shareholders of the Corporation, in each case effective as of September 21, 2001, in accordance with the provisions of Section 607.1007 of the FBCA.

IN WITNESS WHEREOF, WorldLink Technologies, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by the undersigned this 9th day of October, 2001.

WORLDLINK TECHNOLOGIES, INC.

By: _____


Nabil A. Bader
President