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BASIC AMENDMENT

CYBERQUEST PARTNERS, INC.

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Amendment
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
CYBERQUEST PARTNERS, INC**

Pursuant to the provisions of Section 607.1006, Florida Statutes and Section 607.0602, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CyberQuest Partners, Inc.
2. This Corporation's Articles of Incorporation are hereby amended, as follows:

A. Article V - Capital Stock of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE V - CAPITAL STOCK

5.1 Authorized Capital. This Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares that this Corporation is authorized to issue is twelve million (12,000,000), consisting of ten million (10,000,000) shares of Common Stock having a par value of \$0.01 per share, and two million (2,000,000) shares of Preferred Stock having a par value of 0.001 per share.

5.2 Issuance of Preferred Stock by Class and in Series. The Preferred Stock may be issued from time to time in one (1) or more classes and one (1) or more series within such classes pursuant to a resolution or resolutions duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors), and such resolution or resolutions shall set forth the number of shares comprising each such class and each series within such class, voting powers, full or limited or none, of each such class and each series within a class and the designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof, of each such class and any series within a class. No class or series within a class of Preferred Stock may be issued prior to the Board of Directors adopting a resolution or resolutions providing for its issuance or before this Corporation filing Articles of Amendment in accordance with Section 607.0602, F.S. The Board of Directors is further authorized to fix and determine and to amend and alter

the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued class or series within a class of Preferred Stock, and within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any class or series within a class of Preferred Stock, to increase or decrease (but not below the number of shares of any such class or series within such class then outstanding) the number of shares of any such class or series within such class subsequent to the issue of shares of that class or series within such class.

B. Section 5.3.1, Designations and Preferences of Class A Preferred Stock is hereby added to Article V, as follows:

5.3 Issuance of One Million (1,000,000) Shares of Class A Preferred Stock. Of the Preferred Stock, one million (1,000,000) shares shall be designated as Class A Preferred Stock. The designations and preferences of the Class A Preferred Stock is as follows:

5.3.1 Designations and Preferences of Class A Preferred Stock. The rights, preferences, privileges and limitations granted to and imposed on the Class A Preferred Stock of this Corporation (the "Class A Stock"), are as set forth below in this Section 5.3.1.

5.3.1.1 Dividends. Dividends shall be declared and set aside, out of funds or assets of this Corporation legally available therefor, for any shares of Class A Stock only upon resolution of the Board of Directors; provided, however:

a. no dividend may be declared or paid on shares of Common Stock or any other security of the Corporation if the net assets of this Corporation after such event would be insufficient to make the liquidation payment described in Section 5.3.1.2(a) on shares of Class A Stock;

b. if the Board of Directors declares a dividend payable upon shares of Common Stock, the holders of shares of Class A Stock shall be entitled to dividends per share of Class A Stock as would be declared payable on the largest number of whole shares of Common Stock into which each share of Class A Stock held by each holder thereof could be converted, based upon the total number of shares that could be converted at any one time by such holder thereof, not upon each share of Class A Stock that could be converted (as of the record date for the determination of holders of shares of Common Stock entitled to receive such dividend) pursuant to the provisions of Section 5.3.1.4 hereof;

c. If the Board of Directors declares a dividend payable upon securities of this Corporation, other than Common Stock, payable in Common Stock or securities of this Corporation convertible into or otherwise exchangeable for Common Stock, the holders of shares of Class A Stock shall be entitled to receive, upon conversion of the Class A Stock, in addition to the number of shares of Common Stock receivable thereon, the number of shares of such securities distributed in as nearly an equivalent manner to protect the rights of the holders of Class A Stock against dilution or impairment;

d. If the Board of Directors declares a dividend payable in shares of this Corporation's capital stock or assets, then those shares of capital stock or the assets calculated to be payable on shares of Class A Stock shall not be distributed, but shall instead be reserved for issuance and/or distribution upon conversion of Class A Stock. In the case of a dividend payable in shares of Common Stock, the dividend shall be considered the subject of an Extraordinary Common Stock Event (as defined in Section 5.3.1.4(d)), thus affecting the number of shares of Common Stock to be received upon the conversion of the Class A Stock; and

e. the foregoing notwithstanding, in no event, so long as any Class A Stock shall be outstanding, shall any dividends be paid or declared or any distribution be made on any other security of the Corporation, whether in existence on the date hereof or hereafter, unless all accrued and unpaid dividends and any distributions on Class A Stock, including the full dividends and any distributions for the current dividend period, shall have been declared and paid or a sum sufficient for payment thereof set apart for the holders of Class A Stock.

5.3.1.2 Liquidation, Dissolution or Winding Up.

a. *Treatment at Liquidation, Dissolution or Winding Up.*

i. In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, holders of each share of Class A Stock shall be entitled to be paid before any sums shall be paid or any assets distributed among the holders of shares of: (A) Preferred Stock subordinate to (1) the Class A Stock and (2) all other shares of Preferred Stock that shall participate *pari passu* with the Class A Stock upon liquidation, or (B) Common Stock; out of the assets of this Corporation available for distribution to holders of this Corporation's stock of all classes, whether such assets are capital, surplus or earnings, the sum of \$0.85 per share of Class A Stock (which amount shall be subject to equitable adjustment whenever there shall occur after the final closing of the offering

of Class A Stock a stock split, combination, reclassification or other similar event involving the Class A Stock). In addition, the holders of Class A Stock shall, in case of voluntary or involuntary liquidation, dissolution, winding up of the affairs of the Corporation, be entitled to receive in full out of the assets of the Corporation, including its capital, before any amount shall be paid or distributed among the holders of the Common Stock or any other shares of Preferred Stock an amount equal to all dividends and distributions, whether or not declared, accrued and unpaid thereon to the date of payment of the amount due pursuant to such liquidation, dissolution or winding up of the affairs of the Corporation.

ii. If the assets of this Corporation are insufficient to permit payment in full of the preferential amount and any accrued but unpaid dividend amount to which each holder of shares of Class A Stock is entitled as provided in this Section 5.3.1.2 and payment in full to the holders of all other shares of Preferred Stock that shall participate *pari passu* with the Class A Stock upon liquidation, then *the entire* assets of this Corporation available for such distribution shall be distributed ratably among the holders of shares of Class A Stock and all other shares of Preferred Stock that shall participate *pari passu* with the Class A Stock upon liquidation according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

iii. After payment shall have been made in full to: (A) the holders of shares of Class A Stock and all other shares of Preferred Stock that shall participate *pari passu* with the Class A Stock upon liquidation, and (B) the holders of all other shares of Preferred Stock (1) subordinate to the Class A Stock and all other shares of Preferred Stock that shall participate *pari passu* with the Class A Stock upon liquidation (2) but prior to the Common Stock upon liquidation; or funds necessary for such payments shall have been set aside by this Corporation in trust for the account of the holders of shares of all such Preferred Stock, so as to be available for such payments, all remaining assets available for distribution to stockholders shall be distributed ratably solely among the holders of shares of Common Stock to the exclusion of the holders of shares of such Preferred Stock.

b. *Treatment of Consolidations, Mergers and Sales of Assets.*

i. A consolidation or merger of this Corporation into or with another Corporation (as a result of which the holders of more than fifty percent (50%) of the shares of Common Stock receive cash, stock or other property in exchange for their shares of such stock) or

a sale, license, lease or conveyance ("sale") of all or substantially all of the assets of this Corporation shall not be regarded as a liquidation, dissolution or winding up of the affairs of this Corporation.

ii. As part of any consolidation, merger or sale of assets referred to in Section 5.3.1.2(b)(i), provision shall be made so that the holders of shares of Class A Stock shall thereafter be entitled to receive upon conversion of the Class A Stock, the number of shares of stock or other securities or property to which such holder would have been entitled if such holder had converted its shares of Class A Stock immediately prior to such consolidation, merger or sale of assets.

c. *Distributions Other Than Cash.* Whenever the distribution provided for in this Section 5.3.1.2 shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors.

5.3.1.3 Voting Power.

a. *General Rule.* Except as required by law and as provided by Section 5.3.1.3(b), (i) each holder of shares of Class A Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Class A Stock could be converted under Section 5.3.1.4 hereof, based upon the total number of shares that could be converted at any one time by such holder thereof, not upon each share of Class A Stock that could be converted, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited, and (ii) the holders of all shares, Preferred and Common, shall vote together as one class on all matter requiring a vote of stockholders according to the number of votes assigned to them by the Certificate of Incorporation.

b. *Special Voting Powers.* With regard to any vote in respect of the following matters except as specifically otherwise provided in Section 5.3.1.3(b)(i), the authorized Class A Stock shall be entitled, in the aggregate, with relative voting powers among the holders of Class A Stock apportioned according to their respective holdings, to cast votes equal to fifty-one percent (51%) of the votes necessary to authorize or take action in respect of such matter at a meeting at which all shares entitled to vote thereon were present and voted, with the voting rights of all other classes of stock (whether preferred or common and whether currently existing or to be created) being entitled, in the aggregate, to cast votes equal to forty-nine percent (49%) of the votes necessary to authorize or take action in respect

H03000344152 3

of such matter at a meeting at which all shares entitled to vote thereon were present and voted:

i. *Directors.* Any election of Directors or proposal to remove or add a Director, the holders of Class A Stock will be entitled to cast votes equal to sixty-seven percent (67%) of the votes necessary to authorize or take such action and the voting rights of all other classes of stock will be entitled to cast votes equal to thirty-three percent (33%) of the votes necessary to authorize or take such action;

ii. *Amendment of Articles of Incorporation or Bylaws.* Any amendment, amendment and restatement, or repeal of the Articles of Incorporation or Bylaws, including any such action which prohibits the Board of Directors from reconsidering any amendment, amendment and restatement or repeal of the Articles of Incorporation, or Bylaws;

iii. *Amendment of Designations and Preferences of Class A Preferred Stock.* Any amendment, amendment and restatement, or repeal of the Designations and Preferences of Class A Preferred Stock; and

iv. *Sale, Merger, Liquidation and Dissolution, Recapitalization or Issuance of Common or Preferred Stock of the Corporation.* Any decision relating to the sale (whether assets or securities, common or preferred stock), merger, liquidation and dissolution, recapitalization, or issuance of Common or Preferred Stock of the Corporation.

5.3.1.4 Conversion Rights. The holders of shares of Class A Stock shall have the following rights with respect to the conversion of shares of Class A Stock into shares of Common Stock:

a. *General.*

i. *Voluntary Conversion.* Any share of Class A Stock may, at the option of the holder, be converted at any time into such number of fully paid and nonassessable shares of Common Stock as are equal to the product obtained by multiplying the Applicable Class A Conversion Rate (determined under Section 5.3.1.4(b)) by the number of shares of Class A Stock being converted.

ii. All outstanding shares of Class A Stock shall also be converted automatically into the number of shares of Common Stock into which such shares of Class A Stock are convertible pursuant to Section 5.3.1.4(a)(i) hereof, without any further action of the holders of such

H03000344152 3

shares and whether or not the certificates representing such shares are surrendered to this Corporation or its transfer agent for Common Stock, on the date that holders of a majority of the shares of Class A Stock then outstanding deliver to this Corporation their written consent to have their Class A Stock converted into shares of Common Stock.

b. *Applicable Class A Conversion Rate.* The conversion rate in effect at any time (the "Applicable Class A Conversion Rate") shall be the quotient obtained by dividing \$0.85 by the Applicable Class A Conversion Value, calculated as provided in Section 5.3.1.4(c).

c. *Applicable Class A Conversion Value.* The "Applicable Class A Conversion Value" in effect from time to time, except as adjusted in accordance with Section 5.3.1.4(d) shall be \$0.85.

d. *Adjustments to Applicable Class A Conversion Value Upon Extraordinary Common Stock Event.* Upon the happening of an Extraordinary Common Stock Event (as defined below) after the final closing of the offering of Class A Stock, the Applicable Class A Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the then effective Applicable Class A Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Applicable Class A Conversion Value. The Applicable Class A Conversion Value, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

"Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding stock of this Corporation, (ii) a subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a combination of outstanding shares of Common Stock into a smaller number of shares of Common Stock.

e. *Capital Reorganization or Reclassification.* If the shares of Common Stock issuable upon the conversion of shares of Class A Stock shall be changed into the same or a different number of shares of any class or classes of stock whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5.3.1.4), then and in each such event the holder of each share of Class A Stock shall have

the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such share of Class A Stock might have been converted immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

f. *Certificate as to Adjustments; Notice by Corporation.* In each case of an adjustment or readjustment of the Applicable Class A Conversion Rate after the final closing of the offering of Class A Stock, this Corporation, at its expense, will furnish each holder of shares of Class A Stock with a certificate, prepared by its President or Chief Financial Officer, showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

g. *Exercise of Conversion Privilege.* To exercise its conversion privilege, a holder of shares of Class A Stock shall surrender the certificate or certificates representing the shares being converted to this Corporation at its principal office, and shall give written notice to this Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Class A Stock surrendered for conversion shall be accompanied by proper assignment thereof to this Corporation or in blank. The date when such written notice is received by this Corporation, together with the certificate or certificates representing the shares of Class A Stock being converted, shall be the "Class A Conversion Date". As promptly as practicable after the Class A Conversion Date, this Corporation shall issue and shall deliver to the holder of shares of Class A Stock being converted, or to such other person as such holder may request in writing, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Class A Stock in accordance with the provisions of this Section 5.3.1.4, such number of whole shares shall be based upon the total number of shares being converted by such holder, not upon each share of Class A Stock being converted, cash in the amount of all accrued and unpaid dividends and distributions on such shares of Class A Stock, whether or not earned or declared, up to and including the Class A Conversion Date, and cash, as provided in Section 5.3.1.4(h), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Class A Conversion Date, and at such time the rights of the holder as holder of the converted shares of Class A Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares

of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

h. *Cash in Lieu of Fractional Shares.* No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Class A Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of shares of Class A Stock, this Corporation shall pay to the holder of shares of Class A Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) at the close of business on the Class A Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Class A Stock being converted at any one time by any holder thereof, not upon each share of Class A Stock being converted.

i. *Partial Conversion.* In the event some but not all of the shares of Class A Stock represented by a certificate or certificates surrendered by a holder are converted, this Corporation shall execute and deliver to the holder or to such other person as the holder may request in writing, at the expense of this Corporation, a new certificate representing the number of shares of Class A Stock which were not converted.

j. *Reservation of Common Stock.* This 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 Class A Stock, 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 Class A Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class A Stock, this Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5.3.1.5 Redemption. The Class A Stock shall not be redeemable by this Corporation.

5.3.1.6 Notice. The holders of Class A Stock will be entitled to receive a notice at least twenty days prior to the date specified therein indicating (a) the record date for the purpose of determining the holders of any class of securities entitled to receive any dividends or other distribution, (b) the date on which any reorganization of this Corporation or

H03000344152 3

reclassification of its capital stock is expected to become effective, or (c) the date any of the matters set forth in Section 5.3.1.3(b) are to be voted on by the Shareholders of the Corporation.

5.3.1.7 Protective Provision. No class of stock, whether common or preferred, shall be created, and no amendment to, amendment and restatement of, or repeal of the Articles of Incorporation, Bylaws, these Designations and Preferences of Class A Stock, or the resolutions of the Board of Directors and the Shareholders authorizing, approving and establishing the Class A Stock shall be passed without the consent of the holders of a majority of the outstanding shares of Class A Stock.

5.3.1.8 Integration with Articles of Incorporation. This Designation of Class A Preferred Stock has been adopted pursuant to and is an integral part of this Corporation's Articles of Incorporation. Capitalized terms not defined herein shall have the meaning given them elsewhere in the Articles of Incorporation of this Corporation.

C. Article X - Amendment is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE X - AMENDMENT

Subject to any reservation established in any resolution of the Board of Directors creating a Preferred Stock by class or series, this Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by the applicable corporate law, and the rights of the Shareholders of this Corporation are granted subject to this reservation.

3. These Articles of Amendment to Articles of Incorporation were duly adopted as of November 6th, 2000.

4. These Articles of Amendment to Articles of Incorporation were approved by the Shareholders. The number of votes cast for the Articles of Amendment to Articles of Incorporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Officer of this Corporation has executed these Articles of Amendment to Articles of Incorporation as of November 6th 2000.

CyberQuest Partners, Inc.

By: 

Mark E. Gray, President

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