

FROM HILL, WARD, HENDERSON, P.A.

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BASIC AMENDMENT

JIBE, INC.

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

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AMEND
2/21/02

①

**THIRD ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
JIBE, INC.**

The amendment to the Articles of Incorporation of Jibe, Inc. set forth below was approved by that Corporation pursuant to Section 607.0704 and Section 607.0821, Florida Statutes, by a written consent of the directors and shareholders of the Corporation dated as of February 20, 2002. The number of votes cast for the amendment by the shareholders was sufficient for approval. The effective date of these Articles of Amendment is February 20, 2002.

FIRST: The Corporation adopts the following as new Article IIA. of its Second Articles of Amendment to Articles of Incorporation:

The authorized capital stock of the Corporation will be as follows:

<u>Class of Stock</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Common Stock	20,000,000	\$.001
Series A Convertible Participating Preferred Stock	285,698	\$.001
Series B Convertible Participating Preferred Stock	250,000	\$.001
Preferred Stock	4,464,302	\$.001

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Preferred Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

SECOND: The Corporation amends Article II.B.3.(a) of its Second Articles of Amendment to Articles of Incorporation to delete the word "interest" from the last sentence of that article and to replace with the word "dividends".

THIRD: The Corporation adopts the following as new Article II.B.4.(c) of its Second Articles of Amendment to Articles of Incorporation:

Conversion Price. Each share of Series A Preferred Stock will be convertible into such number of shares of Common Stock as is determined by dividing \$3.5002 by the Conversion Price in effect on the Conversion Date (as defined below). Each share of

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Series B Preferred Stock will be convertible into such number of shares of Common Stock as is determined by dividing \$6.00 by the Conversion Price in effect on the Conversion Date (as defined below). The "Conversion Price" at which shares of Common Stock will be issuable on conversion of shares of the (i) Series A Preferred Stock initially will be \$3.5002 and, thus, initially each such share of Series A Preferred Stock is convertible into one share of Common Stock, and (ii) Series B Preferred Stock initially will be \$6.00 and, thus, initially each such share of Series B Preferred Stock is convertible into one share of Common Stock. Based on the initial Conversion Prices for Series A Preferred Stock and Series B Preferred Stock, respectively, all of the 285,698 outstanding shares of Series A Preferred Stock are initially convertible into 285,698 shares of Common Stock, and all of the 250,000 outstanding shares of Series B Preferred Stock are initially convertible into 250,000 shares of Common Stock. The Conversion Price for both the Series A Preferred Stock and Series B Preferred Stock will be subject to adjustment as set forth in Section 4(e). If the Corporation fails to make "Qualified Sales" to two Fortune 1000 companies prior to March 31, 2002, the Conversion Price for the 125,000 shares of Series B Preferred Stock issued pursuant to that certain Investment Agreement dated September 27, 2001, will be deemed to have initially been \$4.50. If the Corporation fails to make "Qualified Sales" to two Fortune 1000 companies prior to April 30, 2002, the Conversion Price for the remaining 125,000 shares of Series B Preferred Stock issued pursuant to that certain Investment Agreement dated February 20, 2002, will be deemed to have initially been \$4.50. For purposes of this Section 4(c), one "Qualified Sale" means the Company enters into a license agreement with a Fortune 1000 company granting to the licensee a license to use its Jibe Enterprise P2P software, in which the licensee agrees to make total payments to the Company under the license agreement of at least \$200,000, including non-contingent payments for the software license of at least \$100,000. The Company will not be considered to have engaged in two Qualified Sales unless by March 31, 2002 or April 30, 2002, as the case may be, the Company furnishes to each holder of Series B Preferred Stock a certificate confirming that it completed the "Qualified Sales" and including with the certificate copies of the two qualifying license agreements. Before May 31, 2002, the Company shall submit to each holder of Series B Preferred Stock a proposed form of amendment to its Articles of Incorporation that deletes reference to this adjustment arrangement and reflects an initial Conversion Price of \$6.00 or \$4.50 for the Series B Preferred Stock or portion of the Series B Preferred Stock, depending on whether the Company completed Qualified Sales. The Company shall file this amendment with the Florida Department of State within ten (10) days after it is approved by a majority of the holders of Series B Preferred Stock, which approval will not be unreasonably withheld. (The holders of Common Stock or Series A Preferred Stock need not approve the amendment.) If the holder converts more than one share of Series A Preferred Stock or Series B Preferred Stock, the number of shares of Common Stock issuable on conversion will be computed on the basis of the aggregate number of shares of Series A Preferred Stock or Series B Preferred Stock, as applicable, so converted.

[Signature page to follow]

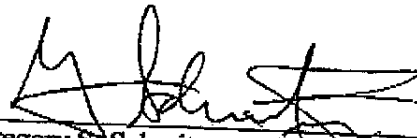
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Excuted: February 22, 2002


Gregory S. Schmitzer, as President

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