

Division of Corporations

P010000013584

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT
MON ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	14
Estimated Charge	\$43.75

*Amended
&
restated*

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DIVISION OF CORPORATIONS

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S. PAYNE

MAY 31 2001

5/30/01

May 31, 2001

MON ACQUISITION CORP.
ONE SOUTH SCHOOL AVENUE SUITE 1000
SARASOTA, FL 34237

SUBJECT: MON ACQUISITION CORP.
REF: P01000013584

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VI states that the number of directors should be at least 7. Only one director is presently designated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H01000070070
Letter Number: 501A00033037

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MON ACQUISITION CORP.**

Original Articles of Incorporation
filed with the Florida Secretary of State
on February 6, 2001

FILED
01 MAY 31 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MON Acquisition Corp. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is One South School Avenue, Suite 1000, Sarasota, FL, 34237.

ARTICLE III

(A) Authorized Shares.

The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Fifteen Million (15,000,000) shares, consisting of (i) Ten Million (10,000,000) shares of common stock, \$0.01 par value per share and (ii) Five Million (5,000,000) shares of preferred stock, \$0.01 par value per share, of which Five Hundred Thousand (500,000) shares shall be designated as Series A Convertible Preferred Stock, as set forth below.

(B) Provisions relating to the Preferred Stock.

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. **Preferences.** Authority hereby is expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

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(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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3. Designation of Series A Convertible Preferred Stock. There shall be designated a series of preferred stock, consisting of up to 500,000 shares of the Corporation's preferred stock, to be designated as the Corporation's Series A Convertible Preferred Stock, having such preferences, rights and limitations as are set forth in the Certificate of Designation, Preferences, Rights and Limitations attached hereto as Exhibit A (the "Certificate of Designation") and incorporated herein by this reference.

(C) Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

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The street address of the Corporation's initial registered office is One South School Avenue, Suite 1000, City of Sarasota, County of Sarasota, State of Florida, 34237 and the name of its' initial registered agent at such office is Steven R. Matzkin.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The Board of Directors shall be elected by the Holders of the Series A Preferred Stock and the Common Stock voting together as a single class.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 30th day of May, 2001.


Steven R. Matzkin, President

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EXHIBIT A

CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND
LIMITATIONS OF

SERIES A CONVERTIBLE PREFERRED STOCK, \$0.01 PAR VALUE

OF

MON ACQUISITION CORP., INC.

1. Designation, Amount, Par Value, Stated Value, Rank and Certain
Defined Terms.

a. The preferred stock authorized under this Certificate of Designation shall be designated as the Series A Convertible Preferred Stock (the "Series A Preferred Stock"), and the number of shares so designated shall be 500,000, subject to adjustment for any stock splits, stock dividends or similar transactions affecting the Series A Preferred Stock. Each share of Series A Preferred Stock, par value \$0.01 per share, shall have a stated value of \$10.00 per share (the "Stated Value").

b. The Series A Preferred Stock shall rank senior to all classes of Common Stock with respect to distributions upon Liquidation.

c. Certain terms used herein are defined in Section 10 hereof.

2. **Dividends.** The Holders of the Series A Preferred Stock will be entitled to any dividends declared or paid on the Common Stock at twice the rate per share of Common Stock into which the Series A Preferred Stock is convertible on the date any dividend is declared. No rights to any dividends shall otherwise accrue to the Holders of the Series A Preferred Stock unless declared by the Board of Directors.

3. **Liquidation.**

a. Upon any Liquidation of the Corporation, the Holders of record of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation and before any distribution or payment is made upon the Common Stock, for each share of Series A Preferred Stock, an amount equal to the Stated Value, subject to equitable adjustments for consolidations, combinations, stock distributions, stock dividends, stock splits or similar events, plus any accrued but unpaid dividends thereon.

b. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

4. **Voting Rights.** Each Holder shall have the right to one vote for each share of Common Stock into which the shares Series A Preferred Stock owned by such Holder could be converted as of the record date for any such vote, and with respect to

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each such vote, such Holder shall have the same voting rights and powers a holder of a share of Common Stock has, shall be entitled to notice of any shareholders' meeting in accordance with the charter documents of the Corporation, and shall be entitled to vote, together as a class with the holders of Common Stock, with respect to any matter upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each Holder could be converted) shall be rounded to the nearest whole number.

5. **Board Representation.** The Holders shall have the right to appoint two members to the Board of Directors. This right shall terminate at such time as the Holders cease to hold at least five percent (5%) of the capital stock of the Corporation on a fully diluted basis, taking into consideration shares of Common Stock into which any preferred stock or other securities are convertible into and issued and outstanding warrants.

6. **Conversion.**

a. **Optional Conversion.** Each share of Series A Preferred Stock shall be convertible, at the option of the Holder at any time. Initially, the conversion ratio shall be 1-to-1 (i.e. each share of Series A Preferred Stock shall be convertible into one share of Common Stock); provided, however, that the initial conversion ratio shall be subject to adjustment as set forth herein.

b. **Automatic Conversion.** All shares of Series A Preferred Stock then outstanding shall, without any action on the part of the Holders or the Corporation, be automatically converted into that number of fully paid and non-assessable shares of Common Stock into which such shares of Series A Preferred Stock would have been convertible in the event of an optional conversion at such time pursuant to Section 6(a) hereof upon the earliest to occur of:

- i. the closing of a QPO;
- ii. a Change of Control; and
- iii. the passage of five (5) years and ninety (90) days from May 31, 2001.

c. **Mechanics of Conversion.** A Holder shall effect conversions by surrendering to the Corporation, or to the Corporation's transfer agent, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, together with a copy of the form of conversion notice attached hereto as Exhibit A (the "Conversion Notice"). Each Conversion Notice shall specify the Holder, the name or names in which the certificate or certificates for shares of Common Stock are to be issued, the number of shares of Series A Preferred Stock to be converted and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers such Conversion Notice in the manner provided herein (the "Conversion Date"). If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that the Conversion Notice is deemed delivered pursuant to Section 10.

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The Corporation shall, within twenty (20) business days after the receipt of the Conversion Notice, cause to be delivered to the Holder, or to such Holder's nominee or nominees, (i) a certificate or certificates which shall be free of restrictive legends and trading restrictions (other than those required pursuant to applicable law) representing the number of shares of Common Stock being acquired upon the conversion of shares of Series A Preferred Stock and (ii) if the Holder is converting less than all the shares of Series A Preferred Stock represented by the certificate or certificates tendered by the Holder with the Conversion Notice, one or more certificates representing the number of shares of Series A Preferred Stock not converted. The Person or Persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the Conversion Date.

7. **Reservation of Shares.** The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of issuance upon conversion of the Series A Preferred Stock and free from preemptive rights or any other actual contingent purchase rights of Persons other than the Holders of Series A Preferred Stock, not less than 100% of such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding shares of Series A Preferred Stock. The Corporation shall, from time to time in accordance with Florida law, take all steps necessary to increase the authorized amount of its Common Stock if at any time the authorized number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of the Series A Preferred Stock. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly authorized, validly issued, fully paid and nonassessable.

8. **Adjustment of Conversion Ratio.**

a. **Certain Adjustment Events.** If at any time that there are shares of Series A Preferred Stock outstanding, the Corporation shall (i) pay or make a stock dividend on its Common Stock in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock into a larger number of shares, (iii) issue by reclassification of shares of Common Stock any shares of Common Stock of the Corporation or distribute to holders of Common Stock evidence of its indebtedness or assets or rights, options, warrants or other securities entitling them to subscribe for or purchase, convert into, exchange for or otherwise acquire any security, then, the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible shall be adjusted accordingly.

b. **Record Date.** If the Corporation takes a record of the holders of Common Stock for the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, rights, options, warrants or other securities or (ii) to subscribe for or purchase Common Stock, rights, options, warrants or other securities, then, for the purposes of this Section 8, such record date will be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued

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or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

c. Adjustment for Reclassification, Exchange and Substitution. If at any time after the Original Issue Date the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision of its Common Stock or dividend on its shares of Common Stock paid in shares of Common Stock, and other than a reorganization, merger or consolidation provided for elsewhere in this Section 8), in any such event each Holder of Series A Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable in connection with such recapitalization, reclassification or other change with respect to the maximum number of shares of Common Stock into which such shares of Series A Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustments as provided herein or with respect to such other securities or property by the terms thereof.

d. Reorganizations, Mergers or Consolidations. If at any time after the Original Issue Date the Common Stock is converted into other securities or property, whether pursuant to a reorganization, merger, consolidation or otherwise (other than a recapitalization, subdivision, reclassification, exchange or substitution of shares provided for elsewhere in this Section 8), as a part of such transaction, provision shall be made so that the Holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion thereof the number of shares of stock or other securities or property to which a holder of the maximum number of shares of Common Stock deliverable upon conversion would have been entitled in connection with such transaction, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 8 with respect to the rights of the Holders Series A Preferred Stock after such transaction to the end that the provisions of this Section 8 (including adjustment of the Series A conversion ratio then in effect and the number of shares issuable upon conversion of the Series A Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable. The Corporation shall not be a party to any reorganization, merger or consolidation in which the Corporation is not the surviving entity unless the entity surviving such transaction assumes all of the Corporation's obligations hereunder.

e. Notice of Certain Events. If:

(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock;

(ii) the Corporation shall declare a special nonrecurring cash dividend on or a redemption of its Common Stock;

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(iii) the Corporation shall authorize the granting to the holders of its Common Stock rights, options or warrants to subscribe for or purchase any shares of capital stock of any class or of any rights;

(iv) the approval of any shareholders of the Corporation shall be required in connection with any reclassification of the Common Stock;

(v) the Corporation shall authorize the Liquidation of the affairs of the Corporation; or

(vi) any event shall occur resulting in the conversion ratio being adjusted pursuant to this Section 8,

then the Corporation shall cause to be delivered to the Holders at the address specified herein, at least fifteen (15) calendar days prior to the applicable record or effective date hereinafter specified, a notice (provided such notice shall not include any material non-public information) stating (a) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, or granting of options, rights or warrants, or if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividends, distributions, redemption, options, rights or warrants are to be determined, (b) the date on which such reclassification or Liquidation is expected to become effective or close, and the date as of which it is expected that holders of record of Common Stock shall be entitled to exchange their shares of Common Stock for securities, cash or other property deliverable in connection with such reclassification, and (c) with respect to any notice regarding a change in the conversion ratio, indicating the conversion ratio after the adjustment and a brief statement of the facts requiring the adjustment. During the 15-day notice period, the Holders shall not lose their option to convert pursuant to Section 6(a) hereof.

f. Rounding. All calculations under this Section 8 shall be made to the nearest cent or the nearest 1/100th of a share.

9. **Put Option**. For a period of ninety (90) days from May 31, 2006, each Holder shall have the option to put the shares of Series A Preferred Stock held by such Holder to the Corporation in exchange for a cash payment equal to (i) 200% of such Holder's initial investment in the shares of Series A Preferred Stock being put to the Corporation by such Holder; provided, however, that in no event shall the payment per share pursuant to this put option be for less than the Liquidation Value per share of the Series A Preferred Stock being put to the Corporation. The option to put the shares of Series A Preferred Stock to the Corporation shall be accelerated in the event of a Change in Control, as such term is defined in Section 10 below, and shall be effective for ninety (90) days from the date of acceleration.

10. **Definitions**. For the purposes hereof, the following terms shall have the following meanings:

"Affiliate" means, with respect to any Person, (i) any other Person of which securities or other ownership interests representing more than fifty percent (50%)

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of the voting interests are, at the time such determination is being made, owned, Controlled or held, directly or indirectly, by such Person, or (ii) any other Person which, at the time such determination is being made, is Controlling, Controlled by or under common Control with, such Person. As used herein, "Control", whether used as a noun or verb, refers to the possession, directly or indirectly, of the power to direct, or cause the direction of, the management or policies of a Person, whether through the ownership of voting securities or otherwise.

"Change in Control" means the acquisition of greater than 50% of the Corporation's outstanding securities by a person or group not affiliated with any of the existing stockholders of the Corporation or a change in the majority of the Board of Directors of the Corporation from the Board of Directors in place at the time of the closing of this Offering (other than a change approved by a majority of the existing board or a majority of its approved successors), or a merger (where the Corporation is not the surviving entity), liquidation, dissolution or sale of all or substantially all of the assets of the Corporation.

"Common Stock" means the Corporation's common stock, \$0.01 par value per share, and stock of any other class into which such shares may hereafter have been reclassified or changed.

"Holder" or "Holders" means the holder or holders of the Series A Preferred Stock.

"Liquidation" means any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

"Original Issue Date" shall mean the date of the first issuance of any shares of the Series A Preferred Stock, regardless of the number of transfers of any particular shares of Series A Preferred Stock and regardless of the number of certificates which may be issued to evidence such Series A Preferred Stock.

"Per Share Market Value" means on any particular date (i) the closing bid price per share of the Common Stock on such date on (a) the OTC Bulletin Board of the National Association of Securities Dealers, Inc. ("OTCBB"), as reported by the National Quotation Bureau Incorporated (or similar organization or agency succeeding to its function of reporting prices) or (b) on the National Market (which shall mean the NASDAQ National Market, the NASDAQ SmallCap Market, the New York Stock Exchange or the American Stock Exchange) on which the Common Stock is then listed or quoted, or, if there is no such price on such date, then the closing bid price on such exchange or quotation system on the date nearest preceding such date, or (ii) if the Common Stock is not then listed or quoted on the OTCBB or any National Market, the fair market value of a share of Common Stock shall be reasonably determined by the Board of Directors in good faith; provided, however, that all determinations of the Per Share Market Value shall be appropriately adjusted for any stock dividends, stock splits or other similar transactions during such period.

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"Person" means a means an individual or a corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability Corporation, joint stock Corporation, government (or an agency or political subdivision thereof) or other entity of any kind.

"Public Offering" means a public offering of the shares of Common Stock pursuant to an effective registration statement on Form S-1 or other appropriate form (or such successor form as then in effect), underwritten by a nationally or regionally recognized investment bank (as determined by the Board of Directors in good faith).

"QPO" means an Public Offering by the Corporation which raises gross proceeds to the Corporation of at least \$20,000,000 at a price of at least \$15.00 per share after taking into consideration any changes in price resulting from any adjustments set forth in Section 8 of this Certificate of Designation.

"Stated Value" has the meaning set forth in Section 1 hereof.

"Underlying Shares" means the shares of Common Stock into which the Series A Preferred Stock are convertible in accordance with the terms hereof.

11. **Notices.** Except as otherwise provided in the event of conversion of shares of Series A Preferred Stock, all notices or other communications required hereunder shall be in writing and shall be deemed to have been received (a) upon hand delivery (receipt acknowledged) or delivery by facsimile (with transmission confirmation report received and with additional mailing by express courier service made on the same day) at the address or number designated below (if received by 5:00 p.m. EST where such notice is to be received), or the first business day following such delivery (if received after 5:00 p.m. EST where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur; and shall be regarded as properly addressed if sent to (i) the Corporation, to MON Acquisition Corp., One South School Avenue, Suite 1000, Sarasota, FL, 34237, Attention: President and (ii) if the Holders, at their respective addresses set forth in the books and records of the Corporation, or such other address as any of the above may have furnished to the other parties in writing by registered mail, return receipt requested, with a copy to Abel, Band, Russell, Collier, Pitchford & Gordon Chartered, Huntington Plaza, 240 South Pineapple Avenue, Sarasota, Florida 34236, Attention: Benjamin R. Hanan, Esq., facsimile (941) 366-6660.

12. **Lost or Stolen Certificates.** Upon receipt by the Corporation of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of any stock certificates representing the shares of Series A Preferred Stock, and, in the case of loss, theft or destruction, of any indemnification (and, if required by the Corporation, the posting of a bond) undertaken by the Holder to the Corporation in customary form and, in the case of mutilation, upon surrender and cancellation of such certificates representing the shares of Series A Preferred Stock the Corporation shall execute and deliver new preferred stock certificate(s) of like tenor and date; provided, however, the

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Corporation shall not be obligated to re-issue preferred stock certificates if the Holder contemporaneously requests the Corporation to convert such Series A Preferred Stock into Common Stock.

13. Specific Shall Not Limit General; Construction. No specific provision contained in this Certificate of Designation shall limit or modify any more general provision contained herein. This Certificate of Designation shall be deemed to be jointly drafted by the Corporation and all Holders and shall not be construed against any Person as the drafter hereof.

14. Failure or Indulgence Not Waiver. No failure or delay on the part of a Holder of Series A Preferred Stock in the exercise of any power, right or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such power, right or privilege preclude other or further exercise thereof or of any other right, power or privilege.

15. Fractional Shares. Upon a conversion hereunder, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but may if otherwise permitted, make a cash payment in respect of any final fraction of a share based on the Per Share Market Value at such time. If the Corporation elects not, or is unable, to make such a cash payment, the Holder of a share of Series A Preferred Stock shall be entitled to receive, in lieu of the final fraction of a share, one whole share of Common Stock.

16. Payment of Tax Upon Issue of Transfer. The issuance of certificates for shares of the Common Stock upon conversion of the Series A Preferred Stock shall be made without charge to the Holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holders so converted, and the Corporation shall not be required to issue or deliver such certificates unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid or is not payable.

17. Shares Owned by Corporation Deemed Not Outstanding. In determining whether the Holders of the outstanding shares of Series A Preferred Stock have concurred in any direction, consent or waiver under this Certificate of Designation, shares of Series A Preferred Stock which are owned by the Corporation or any other obligor thereof shall be disregarded and deemed not to be outstanding for the purpose of any such determination; provided, that any Series A Preferred Stock owned by the Holders shall be deemed outstanding for purposes of making such a determination. Shares of the Series A Preferred Stock so owned which have been pledged in good faith may be regarded as outstanding if (i) the pledgee establishes to the satisfaction of the Holders and the Corporation the pledgee's right so to act with respect to such shares and (ii) the pledgee is not the Corporation or any other obligor of the Corporation.

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18. Communications. The Holders of the Series A Preferred Stock shall be entitled to receive, and the Corporation shall deliver pursuant to Section 10 hereof, all communications sent by the Corporation to the holders of the Common Stock.

19. Reacquired Shares. Any shares of Series A Preferred Stock redeemed, purchased, converted or otherwise acquired by the Corporation in any manner whatsoever shall not be reissued as part of the Corporation's Series A Preferred Stock and shall be retired promptly after the acquisition thereof. All such shares shall become, upon their retirement (and the filing of any certificate required in connection therewith pursuant to the Florida Business Corporation Act), authorized but unissued shares of preferred stock of the Corporation.

20. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of the transfers of shares of Series A Preferred Stock. Upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation shall, at the request of the record Holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares as is requested by the Holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

21. Effect of Headings. The section headings herein are for convenience only and shall not affect the construction hereof.

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**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MON ACQUISITION CORP.**

MON ACQUISITION CORP., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is MON ACQUISITION CORP.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were recommended for approval to the shareholders by the board of directors and were adopted and approved on May 30, 2001 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval in the manner prescribed by Section 607.1004 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 30, 2001.

MON ACQUISITION CORP.

By: 

Name: Steven R. Matzkin

Title: President and Secretary

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