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BASIC AMENDMENT

FLORIDA AIR HOLDINGS, INC.

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FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

11-13-02 10:03A P.02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 12, 2002

FLORIDA AIR HOLDINGS, INC.
5858 SEMORAN BLVD, BLDG C
ORLANDO, FL 32822

SUBJECT: FLORIDA AIR HOLDINGS, INC.
REF: P01000026479

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.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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Karen Gibson
Document Specialist

FAX Aud. #: H02000224652
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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
FLORIDA AIR HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Florida Air Holdings, Inc. (the "Corporation") are amended according to these Articles of Amendment:

FIRST: Article III is amended in its entirety to read as follows:

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,100,000 shares, of which 1,000,000 shares, par value \$0.01 per share, shall be of a class designated as "Common Stock" and 100,000 shares, par value \$0.01, per share, shall be of a class designated as "Preferred Stock." The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

Each share of Common Stock shall entitle the holder to one vote at every annual or special meeting of the shareholders of the Corporation. There shall be no cumulative voting of the Common Stock of the Corporation.

Shares of Preferred Stock may be issued from time to time, in one or more series, with such designations, assigned values, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the board of directors of the Corporation from time to time, pursuant to the authority given in this Article, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular manner.

A. Designation of Series A Preferred Stock. There shall be a series of Preferred Stock designated as "Series A Preferred Stock." The authorized number of such shares of Series A Preferred Stock is 50,000. The Shares of Series A Preferred Stock shall have the following rights, preferences, powers, restrictions and limitations:

1. Dividends. Dividends on each share of the Series A Preferred Stock will accrue on a daily basis at the rate of \$24.00 per annum from and including the Date of Issuance of such Share. Such dividends will accrue whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. The date on which the Corporation initially issues any share of Series A Preferred Stock will be deemed to be its "Date of Issuance" regardless of the number of times transfer of such share is made on the stock records maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such share.

All dividends which have accrued on outstanding shares of Series A Preferred Stock will be accumulated and will be: (i) included when calculating the number of shares of Common Stock into which the shares of Series A Preferred Stock shall be converted, as provided in Section 3 hereof; or (ii) paid to the holder thereof in cash if such shares of Series A Preferred Stock are redeemed pursuant to Section 4 hereof.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of shares of the Series A Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of the Common Stock or upon any other series of Preferred Stock of the Corporation with a liquidation preference subordinate to the liquidation preference of the Series A Preferred Stock, an amount equal to Four Hundred Dollars (\$400.00) per share. If, upon any Liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with liquidation preference equal to the liquidation preference of the Series A Preferred Stock the full amounts to which they shall respectively be entitled, the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall receive all of the assets of the Corporation available for distribution and each such holder of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall share ratably in any distribution in accordance with the amounts due such shareholders. After payment shall have been made to the holders of shares of the Series A Preferred Stock of the full amount to which they shall be entitled, the holders of shares of the Series A Preferred Stock shall be entitled to no further distributions thereon and the holders of shares of the Common Stock and of shares of any other series of stock of the Corporation shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its shareholders.

(b) A merger or consolidation of the Corporation with or into any other company, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its shareholders shall not be deemed to be a Liquidation.

3. Conversion of Series A Preferred Stock. The holders of Series A Preferred Stock shall have the following conversion rights:

(a) Optional Conversion. All, but not less than all, of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time prior to the third (3rd) anniversary of the Date of Issuance of such shares. Each share of Series A Preferred Stock shall be convertible into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing Four Hundred Dollars (\$400.00), plus any accrued but unpaid dividends on such share of Series A Preferred Stock, without interest and as of the Conversion Date (as defined in Section 3(h) hereof), by the Conversion Price (as defined below) in effect at the time of conversion. The conversion price at which shares of Common Stock shall be deliverable upon conversion of Series A Preferred Stock without the payment of additional consideration by the holder thereof (the "Conversion Price") initially shall be Four Hundred Dollars (\$400.00). Such initial Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below. The conversion rights of the holders of Series A Preferred Stock shall terminate (i) in the event of a liquidation of the Corporation, at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the holders of Series A Preferred Stock; and (ii) in the event shares of Series A Preferred Stock are redeemed pursuant to Section 4 hereof, at

the close of business on the Notice Date (as defined in Section 4(b) below), unless the Corporation shall default in making payment in full of the Series A Redemption Price.

(b) Mandatory Conversion. In the event any shares of Series A Preferred Stock have not been previously converted into Common Stock pursuant to Section 3(a) hereof, or redeemed for cash in accordance with Section 4 hereof, then immediately upon the third (3rd) anniversary of the Date of Issuance, all such shares of Series A Preferred Stock which remain outstanding shall be converted into shares of Common Stock of the Corporation in the same manner as if the holder of such shares had exercised its optional conversion rights in accordance with Section 3(a) hereof.

(c) Adjustment to Conversion Price Upon Occurrence of Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Conversion Price for the Series A Preferred Stock, simultaneously with the happening of such Extraordinary Common Stock Event, shall be adjusted by multiplying the then-effective Conversion Price 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 thereafter shall be the Conversion Price for the Series A Preferred Stock. The Conversion Price, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event(s). "Extraordinary Common Stock Event" shall mean (i) the issuance of additional shares of Common Stock as a dividend or other distribution on outstanding Common Stock, (ii) a stock split or subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a reverse stock split or combination of outstanding shares of Common Stock into a smaller number of shares of Common Stock.

(d) Recapitalization or Reclassification. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock of the Corporation, whether by recapitalization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for in Section 3(c) hereof, or a reorganization, merger, share exchange, consolidation, or sale of assets provided for in Section 3(e) hereof), then and in each such event the holder of each share of Series A Preferred 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 recapitalization, reclassification, or other change by holders of the number of shares of Common Stock into which such share of Series A Preferred Stock might have been converted immediately prior to such recapitalization, reclassification, or change, all subject to further adjustment as provided herein.

(e) Capital Reorganization, Merger, Share Exchange, Consolidation, or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock, including a merger, share exchange, consolidation, or sale of all or substantially all of assets of the Corporation (other than a subdivision or combination of shares or stock dividend provided for in Section 3(c) hereof or a recapitalization or reclassification provided for in Section 3(d) hereof), then, as a part of such reorganization, provision shall be made so that the holders of the Series A Preferred Stock thereafter shall be entitled to receive, upon conversion of each share of the Series A Preferred Stock, the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been

converted immediately prior to such capital reorganization would have been entitled to receive. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of the Series A Preferred Stock after the reorganization to the end that the provisions of this Section 3 (including adjustment of the Conversion Price then in effect and the number of shares acquired upon conversion of the Series A Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

(f) Certain Dilutive Issues.

(i) Special Definitions. For purposes of this Section 3(f), the following definitions apply:

(1) "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (as defined below), except for (A) currently exercisable options to purchase shares of Common Stock outstanding on the Original Issue Date (the "Outstanding Options"); and (B) rights or options to acquire shares of Common Stock which may be granted to employees, directors or consultants to the Corporation pursuant to any plan, agreement or arrangement approved by the Corporation's Board of Directors (or any authorized committee of such Board) ("Plan Options").

(2) "Convertible Securities" shall mean any evidences of indebtedness, shares of stock (other than Common Stock and Series A Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

(3) "Original Issue Date" shall mean the date on which the first share of the Series A Preferred Stock was issued.

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or deemed to be issued pursuant to Section 3(f)(iii)) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable upon (i) conversion of shares of Series A Preferred Stock or as a dividend or distribution on Series A Preferred Stock; (ii) the exercise of the Outstanding Options; and (iii) the exercise of any Plan Options.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the number of shares of Common Stock into which shares of Series A Preferred Stock is convertible shall be made, by adjustment in the Conversion Price, unless the consideration per share (determined pursuant to Section 3(f)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the greater of (A) the Conversion Price in effect on the date of, and immediately prior to, such issue and (B) the Fair Market Value of a share of Common Stock on the date of such issue or such record date as the case may be as determined pursuant to Section 3(i) hereof.

(iii) Issue of Options and Convertible Securities. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities,

shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section 3(f)(v) hereof) of such Additional Shares of Common Stock would be less than the greater of (A) the then-applicable Conversion Price in effect on the date of an immediately prior to such issue, or such record date, as the case may be, and (B) the Fair Market Value (as defined in Section 3(i) below) of a share of Common Stock on the date of to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(B) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Section 3(f)(v)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to Section 3(f)(iii)(2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the Conversion Price prior to the initial adjustment to which the readjustment applies; and

(5) in the event of any change in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any Option or Convertible Security, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price then in effect shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment which was initially made upon the issuance of such unexercised Option or unconverted Convertible Security, been made upon the basis of such subsequent change, but no further adjustment shall be made for the actual issuance of Common Stock upon the exercise or conversion of any such Option or Convertible Security.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation at any time after the Original Issue Date shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 3(f)(iii)), without consideration or for a consideration per share less than the greater of (A) the then-applicable Conversion Price in effect on the date of and immediately prior to such issue and (B) the Fair Market Value of a share of Common Stock on the date of such issue as determined pursuant to Section 3(i) hereto (the greater of (A) and (B) being the "Applicable Adjustment Price"), then and in such event, the then-applicable Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued (or deemed to be issued) would purchase at the Applicable Adjustment Price; and the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of such Additional Shares of Common Stock so issued (or deemed to be issued); and provided further that, for the purposes of this Section 3(f)(iv), all shares of Common Stock issuable upon conversion of outstanding Options, Convertible Securities and the Series A Preferred Stock shall be deemed to be outstanding immediately before and immediately after any Additional Shares of Common Stock are deemed issued pursuant to Section 3(f)(iii), and such Additional Shares of Common Stock shall be deemed to be outstanding.

The provisions of this Section 3(f)(iv) do not apply if the provisions of any of Section 3(c), (d) or (e) apply.

(v) Determination of Consideration. The consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash, Property, and Other Consideration. Such consideration shall:

(A) insofar as it consists of cash, be computed as the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property, services, or other consideration other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of the consideration so received, computed as provided in clauses (A) and (B) above, as is determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 3(f)(iii), relating to Options and Convertible Securities, shall be determined by dividing:

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(B) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(g) Certificate as to Adjustments. In each case of an adjustment or readjustment of the Conversion Price, the Corporation will furnish each holder of the Series A Preferred Stock with a certificate prepared by the Secretary of the Corporation showing such adjustment or readjustment and stating in detail the facts upon which such adjustment or readjustment is based.

(h) Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Series A Preferred Stock shall surrender the certificate(s) representing the shares being converted to the Corporation at its principal office, accompanied by written notice to the Corporation at that office that such shareholder elects to convert such shares (a "Conversion Notice"). The Conversion Notice also shall state the name(s) and address(es) in which the certificate(s) for shares of Common Stock issuable upon such conversion shall be issued. The certificate(s) for shares of Series A Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when the Conversion Notice is received by the Corporation together with the certificate(s) representing the shares of Series A Preferred Stock being converted shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and deliver to the holder of the shares of Series A Preferred Stock being converted, or on its written order, such certificate(s) as it may request of the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock in accordance with the provisions of this Section 3 and cash, as provided in Section 3(i), 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 Conversion Date, and at such time the rights of the holder as a holder of the converted shares of Series A Preferred Stock shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder(s) of record of the shares of Common Stock represented thereby.

(i) 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 Series A Preferred Stock. Instead of any fractional shares of Common Stock that otherwise would be issuable upon conversion of a series of Series A Preferred Stock, the Corporation shall pay to the holder of the shares of Series A Preferred Stock that were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the Fair Market Value price per share of the Common Stock at the close of business on the Conversion Date. "Fair Market Value" shall mean (i) in the case of a security listed or admitted to trading on any securities exchange, the last reported sale price, regular way (as determined in accordance with the practices of such exchange), on such day, or if no sale takes place on such day, the average of the closing bid and asked prices on such day (and in the case of a security traded on more than one national securities exchange, at such price or such average, upon the exchange on which the volume of trading during the last calendar year was the greatest), (ii) in the case of a security not then listed or admitted to trading on any securities exchange, the last reported sale price on such day, or if no sale takes place on such day, the average of the closing bid and asked prices on such day, as reported by a reputable quotation service designated by the Corporation, (iii) in the case of a security not then listed or admitted to trading on any securities exchange and as to which no such reported sale price or bid and asked prices are available, the average of the reported high bid and low asked prices on such day, as reported by a reputable quotation service, or the *Wall Street Journal*, or if there are no bid and asked prices on such day, the average of the high bid and low asked prices, as so reported, on the most recent day (not more than 30 days prior to the date in question) for which prices have been so reported, and (iv) in the case of a security determined by the Corporation's Board of Directors as not having an active quoted market or in the case of other property, such fair market value as shall be determined by the Board of Directors. The determination as to whether any fractional shares are issuable shall be based upon the total number of shares of Series A Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series A Preferred Stock being converted.

(j) Reservation of Common Stock. The Corporation at all times shall 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 Stock, such number of its shares of Common Stock as from time to time shall be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

4. Redemption Rights of Holders of Series A Preferred Stock.

The holders of Series A Preferred Stock shall have the following redemption rights:

(a) Optional Redemption. All or none of the Series A Preferred Stock shall be redeemable, at the election of the holder thereof, on the third (3rd) anniversary of the Date of Issuance of such shares. If any holder of the Series A Preferred stock shall elect to redeem his shares of Series A Preferred Stock he shall be entitled to receive four hundred dollars (\$400.00) per share, plus all accrued and unpaid dividends on such shares.

(b) Mechanics of Redemption. Each holder of Series A Preferred Stock who desires to redeem the same into cash shall provide written notice ("Redemption Notice") via telecopy, hand delivery, or overnight delivery service to the Corporation at least thirty (30) days prior to the third (3rd) anniversary of the Date of Issuance of the shares to be redeemed. The original Redemption Notice and the certificate or certificates representing the Series A Preferred Stock for which redemption is elected, shall be delivered to the Corporation by overnight courier, duly endorsed. The date upon which a Redemption Notice is properly received by the Corporation shall be a "Notice Date."

The Corporation shall use all reasonable efforts to issue and deliver within sixty (60) days after the Notice Date, to such holder of Series A Preferred Stock, cash payable by wire transfer or delivery of immediately available funds at the address of the holder on the stock books of the Corporation; provided that the original shares of Series A Preferred Stock to be redeemed are received by the transfer agent or the Corporation within thirty days after the Notice Date. If the original shares of Series A Preferred Stock to be redeemed are not received by the transfer agent or the Corporation within thirty days after the Notice Date, the Redemption Notice shall become null and void.

(c) Status of Redeemed Shares. In the event any shares of Series A Preferred Stock shall be redeemed as contemplated by this Section 4, the shares so redeemed shall be canceled, shall return to the status of authorized but unissued Preferred Stock of no designated class or series, and shall not be issuable by the Corporation as Series A Preferred Stock.

5. Voting Rights. Except as may be otherwise provided in these Articles of Incorporation or by law, the Series A Preferred Stock shall vote together with all other classes and series of stock of the Corporation as a single class on all actions to be taken by the shareholders of the Corporation. Each share of Series A Preferred Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of Common Stock (including fractions of a share) into which each share of Series A Preferred Stock is then convertible.

SECOND: The foregoing amendment was duly adopted by the Board of Directors by resolution on September 28, 2002, and by the holders of at least sixty-six percent of the Corporation's outstanding capital stock by written consent on October 14, 2002. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument to be effective as of the 14 day of October, 2002.



Scott L. Williams, President

ORL1 #724197 v1