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**SECOND ARTICLES OF AMENDMENT  
TO THE  
FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AVISENA, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Second Articles of Amendment to its Fifth Amended and Restated Articles of Incorporation filed on March 11, 2011, as amended by the Articles of Amendment to its Fifth Amended and Restated Articles of Incorporation filed on April 10, 2012:

**FIRST:** The name of the corporation is Avisena, Inc. (the "Company").

**SECOND:** That the Fifth Amended and Restated Articles of Incorporation, as amended, are hereby amended by striking out Section B.4.o.(3) of Article V and by substituting in lieu of said Section B.4.o.(3) of Article V, the following new Section B.4.o.(3) of Article V:

"Definitions regarding Special Mandatory Conversion. For the purposes of this to subsection B.4.o, the following terms shall have the following meanings:

(a) "Offered Securities" shall mean, with respect to a Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended), the number of shares of Series G Stock of the Corporation offered by the Corporation for purchase in connection with the Series G Financing;

(b) "Pro Rata Share" shall mean, with respect to any holder of Preferred Stock and (x) with respect to the Lead Purchaser First Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended), the Second Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended) and the Third Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended), a number of Offered Securities calculated by multiplying the aggregate number of Offered Securities with respect to such Closing by a fraction, the numerator of which is the total number of issued and outstanding shares of Common Stock and Preferred Stock (other than Series G Stock) held by such stockholder and/or warrant holder, on an as-converted basis assuming the conversion of all Preferred Stock (other than Series G Stock) and the exercise of all options or warrants held by such stockholder and/or warrant holder as of immediately prior to the Lead Purchasers First Closing, and the denominator of which is the total number of

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issued and outstanding shares of Common Stock and Preferred Stock (other than Series G Stock) held by all stockholders and warrant holders, on an as-converted basis assuming the conversion of all Preferred Stock (other than Series G Stock) and the exercise of all options or warrants held by such stockholders and warrant holders as of immediately prior to the Lead Purchasers First Closing and (y) with respect to the Fourth Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended) and the Fifth Closing (as defined in the Series G Convertible Preferred Stock Purchase Agreement, as amended); a number of Offered Securities calculated by multiplying the aggregate number of Offered Securities with respect to such Closing by a fraction, the numerator of which is the total number of issued and outstanding shares of Common Stock and Preferred Stock (including Series G Stock) held by such stockholder and/or warrant holder, on an as-converted basis assuming the conversion of all Preferred Stock (including Series G Stock) and the exercise of all options or warrants held by such stockholder and/or warrant holder as of immediately prior to the Fourth Closing and the denominator of which is the total number of issued and outstanding shares of Common Stock and Preferred Stock (including Series G Stock) held by all stockholders and warrant holders, on an as-converted basis assuming the conversion of all Preferred Stock (including Series G Stock) and the exercise of all options or warrants held by such stockholders and warrant holders as of immediately prior to the Fourth Closing; and

(c) "Series G Financing" shall mean the sale of up to 134,401,755 shares of Series G Preferred Stock on or after the date hereof in one or more closings pursuant to the Series G Convertible Preferred Stock Purchase Agreement, as amended."

**THIRD:** The foregoing Second Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation were adopted as of the 27 day of August, 2012, by the members of the Board of Directors of the Company and approved by written consent of the shareholders of the Company as of the 27 day of August, 2012, and the number of votes cast for the amendment by the shareholders of the Company was sufficient for approval.

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**IN WITNESS WHEREOF**, the undersigned has executed these Second Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation on this 27 day of August, 2012, and does hereby certify that the facts stated in these Second Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation are true and correct.

**AVISENA, INC.**

By: Joseph P. Radigan, Jr.  
Joseph P. Radigan, Jr., CEO