



PO1000078530

ACCOUNT NO. : 072100000032

REFERENCE : 407987 5139307

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 43.75

FILED
2002 FEB 21 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 21, 2002

ORDER TIME : 11:09 AM

ORDER NO. : 407987-015

CUSTOMER NO: 5139307

CUSTOMER: Mr. Richard X. Lehmann
Burk & Reedy, LLP
1818 N. Street N.W.
Suite 701
Washington, DC 20036

RECEIVED
02 FEB 21 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ALLEGRO MULTIMEDIA, INC.

EFFECTIVE DATE:

300004981479--M

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

C. Coulllette FEB 21 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

ARTICLES OF RESTATEMENT
OF
ALLEGRO MULTIMEDIA, INC.

FILED
2002 FEB 21 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Allegro Multimedia, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

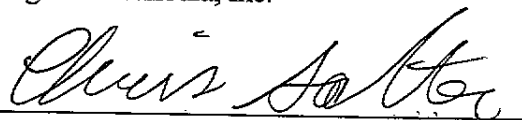
It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 of the Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was February 1, 2002.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on February 1, 2002.

Allegro Multimedia, Inc.

By:



Chris Salter, President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ALLEGRO MULTIMEDIA, INC.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ALLEGRO MULTIMEDIA, INC.

SECOND: The street address and mailing address, wherever located, of the principal office of the corporation is 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

THIRD: The number of shares of Common Stock the Corporation is authorized to issue is Ten Million (10,000,000) with a par value of \$0.0001 per share, and the number of shares of Preferred Stock the Corporation is authorized to issue is Five Million (5,000,000) with a par value of \$0.0001 per share with One Million Five Hundred Thousand (1,500,000) being designated as Series A Preferred Stock.

Said capital stock may be issued for such consideration as determined from time to time by the Board of Directors, and said consideration shall be paid in at such time and upon such conditions as the Board of Directors may direct, either in cash or by services actually rendered to the corporation, or by real, personal or mixed property transferred to it. The determination of the Board of Directors as to the value of any property or services received by the corporation in exchange for the stock shall be exclusive.

Said capital stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Restated Articles of Incorporation, to change the class, the number of each class of stock and the voting powers, designations, preferences, privileges, limitations, restrictions, and relative rights granted to or imposed upon of any wholly unissued series of capital stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series prior or subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had before the adoption of the resolution originally fixing the number of shares of such series.

FOURTH: There is hereby provided a class of Preferred Stock designated as Series A Preferred Stock (the "Series A Preferred Stock"). The designation of and the number of shares constituting the initial class of, and the rights, preferences, privileges and restrictions relating to, such initial series of Preferred Stock are as follows:

1. Number of Shares.

The number of shares constituting the Series A Preferred Stock is fixed at One Million Five Hundred Thousand (1,500,000) shares.

2. Certain Definitions.

Unless the context otherwise requires, the terms defined in this Section 2 shall have, for all purposes of this resolution, the meanings herein specified:

- (a) Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of Common Stock of the Corporation and any other stock of the Corporation, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.
- (b) Conversion Date. The term "Conversion Date" shall mean the date when delivery of notice of an election to convert under section 5(a) is received by the Corporation or the date in which an event causing an automatic conversion under section 5(b) occurs.
- (c) Conversion Ratio. The term "Conversion Ratio" shall mean the ratio per Share of Common Stock used to determine the number of Shares of Common Stock deliverable upon conversion of a Share of the Series A Preferred Stock, which ratio shall initially be one Share of Series A Preferred Stock to one Share of Common Stock.
- (d) Dividend Payment Date. The term "Dividend Payment Date" shall mean the date which is set forth by the Board of Directors on which dividends will be paid.
- (e) Dividend Period. The term "Dividend Period" shall mean the twelve-month period preceding a Dividend Payment Date.
- (f) Issue Date. The term "Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the Corporation.
- (g) Junior Stock. The term "Junior Stock" shall mean the Common Stock and any other class or series of stock of the Corporation issued after the Issue Date not entitled to receive any dividends in any Dividend Period unless all dividends required to have been paid or declared and set apart for payment on the Series A Preferred Stock shall have been so paid or declared and set apart for payment and any class or series of stock of the Corporation issued after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Corporation until the Series A Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.
- (h) Parity Stock. The term "Parity Stock" shall mean any other class or series of stock of the Corporation issued after the Issue Date entitled to receive payment of dividends on a parity with the Series A Preferred Stock and any other class or series of stock of the Corporation issued after the Issue Date entitled to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation on a parity with the Series A Preferred Stock.
- (i) Record Date. The term "Record Date" shall mean the date on which the holders of record of the Stock are determined from the share register of the Corporation for the purposes of declaring a dividend.

- (j) Senior Stock. The term "Senior Stock" shall mean any class or series of stock of the Corporation issued after the Issue Date ranking senior to the Series A Preferred Stock with respect to the right to receive dividends, and any class or series of stock of the Corporation issued after the Issue Date ranking senior to the Series A Preferred Stock in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation.

3. Revenue Distribution Provisions.

- (a) Subject to the rights of any Parity Stock and Senior Stock, the holders of Series A Preferred Stock shall be entitled to receive cash dividends out of funds legally available for that purpose. Such dividends, if any, shall be non-cumulative and shall be payable when and as declared by the Board of Directors. If the Board of Directors of the Corporation declares a dividend, the Board of Directors shall set the Dividend Payment Date. Each declared dividend shall be paid to the holders of record of the Series A Preferred Stock as their names appear on the Share register of the Corporation on the date a dividend is declared by the Board of Directors of the Corporation.
- (b) So long as any Shares of Series A Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise (other than dividends payable in Shares of the Class or Series upon which such dividends are declared or paid, or payable in Shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional Shares), nor shall the Corporation make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Corporation or any Subsidiary, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless dividends to the holders of Series A Preferred Stock are declared by the Board of Directors of the Corporation for the current Dividend Period equaling ten percent (10%) of the Holder's initial capital investment.
- (c) Subject to Section 3(d) below, no distributions may be paid to holders of Shares of Common Stock unless the holders of Shares of Series A Preferred Stock participate in such distributions together with holders of Shares of Common Stock to the same extent as if their Shares of Series A Preferred Stock were converted into Shares of Common Stock (as provided in Section 5 with respect to Shares of Series A Preferred Stock, on the record date for determining the holders of Common Stock entitled to such distributions).
- (d) For purposes of this Section 3, unless the context otherwise requires, distribution shall mean the transfer of cash or property without consideration, payable other than in Common Stock, or the purchase or redemption of Shares of this Corporation (other than repurchases of Common Stock held by employees or consultants of this Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase) for cash or property, including any such transfer, purchase or redemption by a subsidiary of this Corporation. Each holder of Shares of Series A Preferred Stock shall be deemed to have consented, for purposes of state law, to distributions made by the Corporation in connection with the repurchase of Shares of Common Stock issued to or held by employees or consultants upon termination of their employment or services pursuant to agreements providing for such repurchase.

- (e) The Company may authorize or issue Shares of any Class or Series of Stock having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Series A Preferred Stock, or authorize or issue Shares of Stock of any Class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any Shares of Stock of the Corporation having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Class A Preferred Stock.

4. Liquidation Preference.

- (a) In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, the holders of Shares of Series A Preferred Stock, subject to the rights of any Parity Stock or Senior Stock, shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per Share as may be fixed for such Class (the "Preferential Amount"). The Preferential Amount shall be equal to the price paid by the holder for each Share of Series A Preferred Stock.
- (b) If upon the occurrence of such event the assets thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full Preferential Amount, then the entire assets of this Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock, subject to the rights of any Parity Stock or Senior Stock, in proportion to the full Preferential Amount each such holder is otherwise entitled to receive.
- (c) If assets remain in this Corporation after the distributions provided for in Section 4(a) above, have been fully made, the holders of Common Stock shall be entitled to receive, prior and in preference to any further distribution of any other of the surplus funds or assets of the Corporation to the holders of Series A Preferred Stock by reason of their ownership thereof, a Preferential Amount equal to the price paid by the holder for each Share of Common Stock (subject to adjustment for stock dividends, stock splits stock combinations or the like). If upon the completion of the distribution required by Section 4(a) above, the assets and funds available to be distributed among the holders of Shares of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the remaining assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Common Stock in proportion to the Preferential Amount each such holder is otherwise entitled to receive.
- (d) If, upon the completion of the distributions contemplated by Sections 4(a) and 4(c) above, assets remain in the Corporation, the holders of Shares of Series A Preferred Stock and the holders of Shares of Common Stock shall participate on a pro rata basis in the distribution of all remaining assets of the Corporation legally available for distribution, with the outstanding Shares of Series A Preferred Stock treated as though they have been converted into the number of Shares of Common Stock, if any, into which they are convertible as of the date of such distribution.

5. Conversion Rights.

The Holders of outstanding Shares of Series A Preferred Stock shall have conversion rights as follows:

(a) Optional Conversion.

- (1) Subject to and upon compliance with the provisions of this section 5, the Holder of any Shares of Series A Preferred Stock shall have the right at such Holder's option, at any time and from time to time, to voluntarily convert any of such Share of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock.
- (2) Conversion Ratio. Each Share of Series A Preferred Stock to be converted into Shares of Common Stock shall be converted on the basis of a one Share of Series A Preferred Stock to one Share of fully paid and nonassessable Share of Common Stock, with no fractional Shares to be issuable upon conversion.
- (3) Mechanics of Optional Conversion. The holder of any shares of Series A Preferred Stock may exercise the optional conversion right by surrendering to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert is received and such date is referred to herein as the "Conversion Date." The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series A Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

(b) Automatic Conversion.

- (1) Each Share of Series A Preferred Stock shall automatically be converted into such number of fully paid and nonassessable Shares of Common Stock immediately upon the earlier of:
 - i. The written consent of the holders of more than fifty percent (50%) of the then issued and outstanding Shares of Series A Preferred Stock;
 - ii. The closing of a firm commitment, underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock;
 - iii. The consolidation, reorganization or merger of this Corporation with or into any other Corporation or Corporations (a) in which the acquiring company is a public company or (b) in which the Stockholders of this Corporation immediately after the transaction own less than fifty percent (50%) of the voting power of the surviving entity;
 - iv. A sale, conveyance or other disposition of all or substantially all of this Corporation's property or business; or

- v. A transaction or series of related transactions in which control of this Corporation is transferred (consisting of transfer of at least fifty percent (50%) of the voting power of the Corporation to one person or group of affiliated persons).
- (2) Conversion Ratio. Each Share of Series A Preferred Stock to be converted into Shares of Common Stock shall be converted on the basis of a one Share of Series A Preferred Stock to one Share of fully paid and nonassessable Share of Common Stock, with no fractional Shares to be issuable upon conversion.
- (3) Mechanics of Automatic Conversion. In the event of an automatic conversion of all outstanding Shares of Series A Preferred Stock, the effective date of such conversion shall be the date of the occurrence of the event that triggered such automatic conversion. Notwithstanding the fact that such conversion shall be deemed to have taken place automatically, each holder of outstanding Shares of Series A Preferred Stock so converted shall be obligated to surrender to the Corporation all certificates representing his/her Shares of Series A Preferred Stock so converted, the satisfaction of which obligation shall be a condition to the Corporation's obligation to issue a certificate representing the Shares of Common Stock he/she received upon such automatic conversion.
- (c) Reservation of Common Stock Issuable Upon Conversion. 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 the Series A Preferred 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 the Series A Preferred 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 the outstanding Shares of the Series A Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Shares of Common Stock to such number of Shares as shall be sufficient for such purpose.

6. Voting Rights.

The holders of the issued and outstanding Shares of Series A Preferred Stock shall have no voting rights. The Corporation may, without the vote or consent of any holders of the Series A Preferred Stock, amend the Corporation's Articles of Incorporation and Bylaws to issue Preferred Stock of the Corporation which may have rights Junior, Senior, or on Par with the Series A Preferred Stock.

7. Covenants.

In addition to any rights provided by law, so long as any Preferred Stock is outstanding, the Corporation, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding Shares of Preferred Stock, will not:

- (a) Amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or Bylaws if such action would alter adversely or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Preferred Stock, or increase or decrease the number of Shares of Preferred Stock authorized hereby;

- (b) Pay or declare any dividend on any Junior Stock (other than dividends payable in Shares of the Class or Series upon which such dividends are declared or paid, or payable in Shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional Shares and dividends not in excess of dividends paid to the Series A Preferred Stock) while the Series A Preferred Stock remains outstanding, or apply any of its assets to the redemption, retirement, purchase or acquisition, directly or indirectly, through subsidiaries or otherwise, of any Junior Stock, except from employees of the Corporation upon termination of employment or otherwise pursuant to the terms of Stock purchase or option agreements providing for the repurchase of, or right of first refusal with respect to, such Junior Stock entered into with such employees; or
- (c) Materially change the principal business of the Corporation.

8. Exclusion of Other Rights.

Except as may otherwise be required by law, the Shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this Resolution (as such Resolution may be amended from time to time) and in the Corporation's Articles of Incorporation. The shares of Preferred Stock shall have no preemptive or subscription rights.

9. Headings of Subdivisions.

The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

10. Severability of Provisions.

If any right, preference or limitation of the Shares of Preferred Stock set forth in this Resolution (as such Resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this Resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

11. Status of Reacquired Shares.

Shares of Preferred Stock which have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida have the status of authorized and unissued Shares of Preferred Stock, issuable in series undesignated as to series, and may be redesignated and reissued.

12. Adjustments for Stock Splits, Dividends and Combinations.

The Preferential Amount per Share set forth in Section 4 and the Conversion Ratio set forth in Section 5, shall be appropriately adjusted for any Share combination or Share split of the Series A Preferred Stock or Common Stock that occurs after the effective date hereof.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 11510 Valencia Drive, Suite B, Seffner, Florida 33584. The name of the initial registered agent of the corporation at the said registered office is Chris Salter.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is: Chris Salter, 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

SEVENTH: The name and the address of the initial Director is: Chris Salter, 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

EIGHTH: The purposes for which the corporation is organized are as follows: To create, market, distribute and license various intellectual properties and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.