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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
BEDROCK TECHNOLOGIES, INC.**

(Pursuant to Section 607.0602 of the Business Corporation Act of the State of Florida)

Bedrock Technologies, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "**General Corporation Law**"), does hereby certify:

1. That the name of the corporation is Bedrock Technologies, Inc., and that the corporation was originally incorporated with such name pursuant to the Business Corporation Act on October 31, 2001.
2. That the Articles of Incorporation of the Corporation were amended and restated pursuant to the Articles of Restatement which were filed with the Department of State on March 28, 2002 (the "**Restated Articles of Incorporation**").
3. That the Board of Directors duly adopted resolutions proposing to amend the Restated Articles of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors and the shareholders of the Corporation hereby declare it advisable and in the best interest of the Corporation that the Restated Articles of Incorporation of the Corporation be amended by changing the Article thereof designated "Article V" so that, as amended, said Article shall be and read as follows: The Articles of Amendment were adopted by the Shareholders on August 31, 2009.

**ARTICLE V
Capital Stock**

1. The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 10,000,000 shares of Common Stock, \$0.01 par value per share ("**Common Stock**"), and (ii) 1,000,000 shares of Class A Preferred Stock, \$0.01 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences

of the holders of the Preferred Stock set forth herein, but in all other respects have all rights and privileges under applicable law.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

B. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein.

C. CLASS A PREFERRED STOCK

1,000,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Class A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

1. Dividends. The Corporation shall be under no obligation to pay dividends on Class A Preferred Stock; however, the Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless (in addition to the obtaining of any consents required elsewhere in the Articles of Incorporation) the holders of the Class A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Class A Preferred Stock in an amount at least equal to the dividend paid per share of Common Stock.

2. Voting.

2.1 General. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Class A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Preferred Stock owned by such holder. Except as provided by law or by the other provisions of the Articles of Incorporation, holders of Class A Preferred Stock shall vote together with the holders of Common Stock as a single class.

2.2 Class A Preferred Stock Protective Provisions. At any time when at least 100,000 shares of Series A Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Articles of Incorporation) the written consent or

affirmative vote of the holders of at least a majority of the then outstanding shares of Class A Preferred Stock on a combined basis, given in writing or by vote, at a meeting, consenting or voting (as the case may be) together as one class:

(a) liquidate, dissolve or wind-up the business and affairs of the Corporation, or consent to any of the foregoing;

(b) authorize the consolidation or merger of the Corporation or the sale of all or substantially all of the assets of the Corporation, unless upon the closing of any such transaction the holders of Class A Preferred Stock would be entitled to receive, and shall receive, liquidation amount in cash equal to or greater than \$3.0816 per share (the "Class A Original Issue Price") plus any dividends accrued but unpaid thereon;

(c) require or authorize the repurchase or redemption of outstanding shares except for repurchase of unvested shares from employees, directors and consultants at cost, pursuant to the terms of agreements providing for the original issuance of such shares (or options to purchase such shares);

(d) change the rights, preferences, or privileges of the Class A Preferred Stock, or amend or modify this Part C of Article V of the Articles of Incorporation;

(e) create any new class or series of securities which has a preference as to dividends or liquidation over the Class A Preferred Stock, or offering of the Company's equity securities on a pari passu (in any substantive aspects) basis with the Class A Preferred Stock; or

(f) amend the Company's Articles of Incorporation or bylaws in a manner that adversely affects the rights of the holders of Class A Preferred Stock.

3. Redemption.

3.1 Redemption. Shares of Class A Preferred Stock shall be redeemed by the Corporation out of funds lawfully available therefor at a price equal to the Class A Original Issue Price, plus any dividends accrued but unpaid thereon (the "Redemption Price") within seventy five (75) days after receipt by the Corporation at any time on or after the date that is the 6th annual anniversary of the date Series A Preferred Stock was issued to the holder thereof, from the holders of at least a majority of the then outstanding shares of Class A Preferred Stock, of written notice requesting redemption of all shares of Class A Preferred Stock (the date of each such redemption being referred to as a "Redemption Date"). If the Corporation does not have sufficient funds legally available to redeem on the Redemption Date all shares of Class A Preferred Stock to be redeemed on such Redemption Date, the

Corporation shall redeem a pro rata portion of each holder's redeemable shares of such capital stock out of funds legally available therefor, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the legally available funds were sufficient to redeem all such shares, and shall redeem the remaining shares to have been redeemed as soon as practicable after the Corporation has funds legally available therefor (and any such shares not so redeemed shall remain issued and outstanding until such legally available funds are paid to the holders of such shares).

3.2 Redemption Notice. Written notice of the mandatory redemption (the "Redemption Notice") shall be sent to each holder of record of Class A Preferred Stock not less than 40 days prior to each Redemption Date. Each Redemption Notice shall state:

- (a) the number of shares of Class A Preferred Stock held by the holder that the Corporation shall redeem on the Redemption Date specified in the Redemption Notice;
- (b) the Redemption Date and the Redemption Price; and
- (c) that the holder is to surrender to the Corporation, in the manner and at the place designated, his, her or its certificate or certificates representing the shares of Class A Preferred Stock to be redeemed.

3.3 Surrender of Certificates; Payment. On or before the Redemption Date, each holder of shares of Class A Preferred Stock to be redeemed on such Redemption Date shall surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof.

3.4 Rights Subsequent to Redemption. If the Redemption Notice shall have been duly given, and if on the Redemption Date the Redemption Price payable upon redemption of the shares of Series A Preferred Stock to be redeemed on such Redemption Date is paid so as to be available therefor, then notwithstanding that the certificates evidencing any of the shares of Series A Preferred Stock so called for redemption shall not have been surrendered, dividends with respect to such shares of Series A Preferred Stock shall cease to accrue after such Redemption Date and all rights with respect to such shares shall forthwith after the Redemption Date terminate, except only the right of the holders to receive the Redemption Price

without interest upon surrender of their certificate or certificates therefor.

4. Redeemed or Otherwise Acquired Shares. Any shares of Class A Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Class A Preferred Stock following redemption or other acquisition.

5. Waiver. Any of the rights, powers, preferences and other terms of the Class A Preferred Stock set forth herein may be waived on behalf of all holders of Class A Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Class A Preferred Stock then outstanding.

6. Notices. Any notice required or permitted by the provisions of this Article to be given to a holder of shares of Class A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Business Corporation Act, and shall be deemed sent upon such mailing or electronic transmission.

D. LIQUIDATION, DISSOLUTION or WINDING UP.

1.1 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event"), the holders of shares of Class A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the Class A Original Issue Price, plus any dividends accrued but unpaid thereon, together with any other dividends declared but unpaid thereon (the "Class A Preferential Payment").

1.2 Distribution of Remaining Assets. In the event of a Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Class A Preferred Stock, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of the shares of Class A Preferred Stock and Common Stock, pro rata, based on the number of shares held by each such holder.

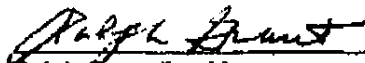
1.3 Deemed Liquidation. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of the Corporation, or the effectuation by the Corporation of a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is

disposed of, shall be deemed to be a liquidation, dissolution or winding up within the meaning of this Part D of Article Fourth (a "Deemed Liquidation Event"), thereby triggering payment to the holders of shares of Class A Preferred Stock of the Class A Preferential Payment.

Notwithstanding the foregoing, a Deemed Liquidation Event under this Section 1.3 shall not include (i) any consolidation or merger in which the shares of capital stock of the Corporation outstanding immediately prior to such consolidation or merger continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such consolidation or merger, at least a majority, by voting power, of the capital stock of the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such consolidation or merger, the parent corporation of such surviving or resulting corporation.

4. This amendment to the Restated Articles of Incorporation of the Corporation was duly authorized and approved by the holders of the requisite number of shares of the Corporation by written consent given in accordance with the provisions of Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment has been executed by a duly authorized officer of the Corporation on this 28th day of AUG-UST, 2009.


Ralph Grant, President