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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
VOLOGY, INC.

(FLORIDA DOCUMENT NO. P01000114575)

Pursuant to the provisions of Section 607.1006, Florida Statutes, Vology, Inc., a Florida corporation (the "Company"), hereby adopts the following amendment to the Company's Articles of Incorporation:

1. The name of the Company is Vology, Inc.
2. On June 3, 2008, the Company filed Articles of Amendment to its Articles of Incorporation (the "Original Series A Designation") with the Florida Department of State (the "Department") that set forth the preferences, limitations, and relative rights of its 6% Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock").
3. On March 18, 2010, the Company filed Articles of Amendment (the "Series A Designation Amendment") to its Articles of Incorporation with the Department that amended certain provisions of the Original Series A Designation (the "Original Series A Designation", as amended by the Series A Designation Amendment, is hereinafter referred to as the "Series A Designation").
4. The definition of "Exempt Issuance" set forth in Section 1 of the Series A Designation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"Exempt Issuance" means the issuance of (a) shares of Common Stock or options to employees, officers or directors of the Company pursuant to any stock or option plan duly adopted by a majority of the disinterested directors of the Company, (b) securities upon the exercise of or conversion of any securities issued hereunder and/or other securities exercisable or exchangeable for or convertible into shares of Common Stock issued and outstanding on the date of the Subscription Agreement, provided that such securities have not been amended since the date of the Subscription Agreement to increase the number of such securities or to decrease the exercise or conversion price of any such securities, (c) securities issued pursuant to acquisitions or strategic transactions approved by a majority of the disinterested directors of the Company, provided that any such issuance shall only be to a Person which is, itself or through its subsidiaries, an operating company in a business synergistic with the business of the Company and shall provide to the Company additional benefits in addition to the investment of funds, but shall not include a transaction in which the Company is issuing securities primarily for the purpose of raising capital or to an entity whose primary business is investing in securities, (d) shares of Preferred Stock issued pursuant to Additional Closings, and (e) any securities issued primarily for the purpose of capital raising or financing, if all or a portion of the net proceeds thereof are used by the Company to exercise the Call Option.

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- 5. Section 8 of the Series A Designation is hereby amended by inserting at the end thereof the following:

If the Company exercises the Call Option pursuant to this Section 8, upon expiration of the Notice Period, any outstanding shares of Series A Preferred Stock shall, automatically and without further action by any person, cease to exist and shall be converted into the right to receive the Call Option Amount upon surrender to the Company of the certificates representing the shares of Series A Preferred Stock with respect to which the Call Option was exercised.

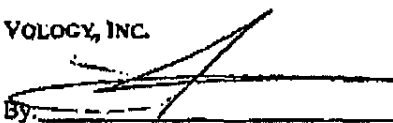
- 6. Section 11 of the Series A Designation is hereby amended by inserting at the end thereof the following:

Notwithstanding the foregoing provisions of this Section 11, the Company may, without the consent or approval of the Holders of the outstanding shares of Preferred Stock, enter into, create, assume, guarantee or suffer to exist indebtedness for borrowed money ("Call Option Indebtedness") if all or a portion of the net proceeds of such indebtedness are used by the Company to exercise the Call Option. For purposes of these Articles of Incorporation, Call Option Indebtedness shall be deemed to be Permitted Indebtedness, and any Liens associated with the Call Option Indebtedness shall be deemed to be Permitted Indebtedness.

- 7. The amendments were adopted by the Company's board of directors on January 25, 2011, and approved by the holders of the Series A Preferred Stock on February 1, 2011.
- 8. The holders of the Series A Preferred Stock were the only voting group of shareholders entitled to vote on the amendments. The number of votes cast for the amendments by the holders of the Series A Preferred Stock was sufficient for approval.
- 9. Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Vology, Inc. on February 1, 2011.

VOLOGY, INC.

By: 

Steve Torres  
Chief Financial Officer  
(Authorized Officer)