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BASIC AMENDMENT

INTERFUSE TECHNOLOGY CORPORATION

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERFUSE TECHNOLOGY CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of the Corporation is: INTERFUSE TECHNOLOGY CORPORATION.

B. The Articles of Incorporation ("Articles of Incorporation") of the Corporation authorize the issuance of Two Million Two Hundred Fifty Thousand (2,250,000) shares of preferred stock, par value \$.01 per share ("Preferred Stock"), and authorizes the board of directors ("Board of Directors") of the Corporation to designate any such series of Preferred Stock, to fix the number of shares of any such series of Preferred Stock, and to determine the rights and preferences, including voting rights, if any.

C. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it as aforesaid and pursuant to Section 607.0602 of the Florida Business Corporation Act, has duly adopted and approved these Articles of Amendment to Articles of Incorporation ("Articles of Amendment") creating a Series B Convertible Preferred Stock issue of Preferred Stock before the issuance of any shares of that series.

D. The text of the amendment determining the terms of the Series B Convertible Preferred Stock of the Preferred Stock is set forth below:

Section 1. Designation and Amount. There is hereby established a series of Preferred Stock designated as Series B Convertible Preferred Stock, par value \$.0001 per share (the "Series B Preferred Stock") and the number of shares constituting the Series B Preferred Stock shall be Six Hundred Fifty Thousand (650,000).

Section 2. Voting Rights of Series A Preferred Stock. The holders of the Series B Preferred Stock shall be entitled to attend all special and annual meetings of the shareholders of the Corporation and, together with the holders of all other classes of stock entitled to attend and vote at such meetings, to vote as a single class with the holders of Common Stock upon any matter properly considered and acted upon by the shareholders of the Corporation. Holders of the Series B Preferred Stock are entitled to one vote per share.

Section 3. Liquidity Event. Upon any Liquidity Event (hereinafter defined), whether voluntary or involuntary, the holders of shares of Series B Preferred Stock are entitled to receive out of the assets of the Corporation legally available for distributions to shareholders after satisfaction of any and all obligations to the holders of any class or series of capital stock ranking senior to the Series B Preferred Stock and before any payment or distribution is made on the Common Stock, cash in the amount of the Liquidation Preference (hereinafter defined). If the assets distributable upon a Liquidity Event are insufficient to pay cash in an amount equal to the Liquidation Preference to the holders of shares of Series B Preferred Stock, then such assets or the proceeds thereof will be distributed among the holders of the Series B Preferred Stock

ratably in proportion to the respective amounts of the Liquidation Preference to which they would otherwise be entitled. Ten (10) business days prior to the closing of any Liquidity Event, the Corporation shall deliver a written notice to the holders of Series B Preferred Stock specifying the date and type of pending Liquidity Event and such additional information as the regarding the pricing and the parties to such Liquidity Event as the Corporation, in its sole discretion, shall determine.

Section 4. Conversion.

4A. Conversion at the Option of the Holder. At any time prior to the closing of a Liquidity Event (the "Conversion Period"), any holder of Series B Preferred Stock may convert all, but not part, of the shares of Series B Preferred Stock held by such holder into an equal number of shares of Common Stock, subject to the provisions of Section 4C below and subject to appropriate and proportionate adjustment to reflect any stock split, combination of shares or similar event in respect of the Series B Preferred Stock.

4B. Conversion Procedure.

(i) Each conversion of Series B Preferred Stock pursuant to paragraph 4A shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the shares of Series B Preferred Stock to be converted have been surrendered at the principal office of the Corporation, together with written notice of the holder's desire to convert such shares of Series B Preferred Stock. At such time as such conversion has been effected, the rights of the holder of such shares of Series B Preferred Stock as such holder shall cease, and such person, in whose name a certificate for shares of Common Stock are to be issued upon such conversion, shall be deemed to have become the holder of record of the shares of Common Stock represented thereby, which Common Stock shall be deemed to have been issued as of such time.

(ii) As promptly as practicable thereafter, the Corporation or its successor, as applicable, shall issue and deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock to which such holder is entitled.

(iii) The issuance of certificates for shares of Common Stock or other securities, as applicable, upon conversion of Series B Preferred Stock shall be made without charge to the holders of such Series B Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Common Stock.

(iv) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of issuance upon the conversion of the Series B Preferred Stock, not less than the number of shares of Common Stock issuable upon the conversion of

all outstanding Series B Preferred Stock which may then be exercised. All shares of Common Stock which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary and practicable to provide that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation.

4C. Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) the outstanding shares of Common Stock into a greater number of shares or if the Corporation at any time combines (by reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares, the number of shares of Common Stock issuable upon conversion of any shares of Series B Preferred Stock shall be appropriately and proportionately increased or decreased, as the case may be.

Section 5. Definitions.

5A. "Change in Control" of the Corporation shall mean any of the following: (i) a "person" or "group" (within the meaning of Section 13(d) and 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of voting shares of the Corporation entitled to exercise more than 50% of the voting power of all outstanding voting shares of the Corporation (calculated in accordance with Rule 13d-3 under the Exchange Act), other than an employee benefit plan of the Corporation; or (ii) the consummation of any merger, consolidation or similar transaction involving the Corporation that results in the beneficial owners of voting shares of the Corporation immediately prior to such consummation owning in the aggregate, directly or indirectly, voting securities representing less than 50% of the voting securities of the surviving entity outstanding immediately following such consummation.

5B. "Liquidation" means a liquidation, dissolution or winding up of the Corporation; provided, however, that neither the consolidation or merger of the Corporation into or with any other entity or entities, nor the sale or transfer by the Corporation of all or any part of its assets, nor the reduction of capital stock of the Corporation shall be deemed to a liquidation, dissolution or winding up of the Corporation.

5C. "Liquidity Event" means (i) a sale or transfer of all or substantially all of the assets of the Corporation in any transaction or series of related transactions (a "Sale of Assets"); (ii) a Change in Control; or (iii) a Liquidation.

5D. "Liquidation Preference" of any Series B Preferred Stock shall be equal to \$1.40 per share, subject to appropriate and proportionate adjustment to reflect any stock split, combination of shares or similar event in respect of the Series A Preferred Stock."

E. These Articles of Amendment were duly adopted pursuant to Section 607.1002 of the Florida Business Corporation Act by unanimous written consent of the Board of Directors of the Corporation on June 28, 2002. Shareholder approval of these Articles of Amendment was not required but was obtained by written consent on June 28, 2002.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be signed by Daniel Goodman, its President, on the 28th day of June, 2002.

INTERFUSE TECHNOLOGY
CORPORATION

By: 

Name: Daniel Goodman
Title: President