

FROM Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GOVERNMENT SURPLUS ASSETS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$35.00

Amendment
02/20/02
De

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GOVERNMENT SURPLUS ASSETS, INC.**

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DIVISION OF CORPORATIONS
2002 FEB 20 PM 2:01

Pursuant to Section 607.1006 of the Florida Statutes, GOVERNMENT SURPLUS ASSETS, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

Name. The name of the Corporation is **Government Surplus Assets, Inc.**

Amendments Adopted. The amendment adopted provides for certain changes to the rights of holders of Common and Preferred Stock and creation of Series A Preferred Stock.

Text of Amendments.

Article III. Article III is hereby amended by deleting such Article III and substituting the following new Article III which reads as follows:

**ARTICLE III
Capital Stock**

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 15,000,000 shares, of which 10,000,000 shares shall be Common Stock having a par value of \$0.01 per share ("Common Stock") and 5,000,000 shares shall be Preferred Stock, \$0.01 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

3.2 Common Stock.

(A) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(B) Voting Rights. Except as otherwise provided in these Articles of Incorporation, except as otherwise provided by the FBCA and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the

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Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(C) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(D) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

(A) Issuance, Designations, Powers Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

(1) the number of shares constituting that class or series and the distinctive designation of that class or series;

(2) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;

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(3) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;

(4) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(5) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

(7) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

(8) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

3.4 Series A Redeemable Convertible Preferred Stock.

(A) Issuance and Voting Rights. The Board of Directors is expressly authorized to issue 500,000 shares of Redeemable Convertible Preferred Stock ("Series A Preferred Stock") which shall be a class of Preferred Stock and shall be subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation. Except as otherwise provided by the FBCA, prior to the conversion of the Series A Preferred Stock into Common Stock pursuant to Section 3.4(E), the holders of issued and outstanding shares of Series A Preferred Stock ("Series A Preferred Holders") shall not be entitled to vote on any corporate matter.

(B) Dividend Provisions.

(1) Treatment of Series A Preferred Stock. Each share of Series A Preferred Stock shall bear an annual dividend of 20% per share, payable in quarterly installments on the first day of January, April, July and October; provided, however that no dividend shall be paid or accrued until after the end of the first year following the date on which such share of Series A Preferred Stock was issued. Dividends on the Series A Preferred Stock shall be cumulative, but not participating with dividends on the Common Stock or any other series of Preferred Stock.

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(2) Priority of Dividends. No Distributions shall be paid on any Common Stock or Preferred Stock of the Corporation during any fiscal year of the Corporation unless all dividends provided in Section 3.4(B)(1) above have been paid in full to the holders of the Series A Preferred Stock for such quarter and all prior quarters.

(C) Liquidation.

(1) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock or other classes of Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of: (i) \$2.00 (the original issue price), plus (ii) an amount equal to \$0.40 per year for each full year from the date of issuance (reduced, but not below zero, by all dividends paid with respect to such shares) (the "Series A Liquidation Preference"). For example, if the Company liquidates after the third year from the date of issuance but prior to the fourth year and no dividends have been paid with respect to the Series A Preferred Stock, a holder of the Series A Preferred Stock would receive \$3.20 per share upon the liquidation, calculated as follows: $(\$2.00 + (3 \times \$0.40))$. If, however, a total of \$0.50 per share of dividends were paid to the holders of Series A Preferred Stock in the prior example, then \$2.70 per share would be paid to the holders of the Series A Preferred Stock upon the liquidation, calculated as follows: $(\$2.00 + [(3 \times \$0.40) - \$0.50])$. If upon the liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full Series A Liquidation Preference for their shares, then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the aggregate Series A Liquidation Preference each such holder is otherwise entitled to receive.

(2) Remaining Assets. Upon the completion of the Series A Liquidation Preference required by Section 3.4(C)(1) above, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each and the holders of the Series A Preferred Stock will not participate in any distributions of the Corporation in excess of the Series A Liquidation Preference.

(3) Certain Acquisitions.

i. Deemed Liquidation. For purposes of the Series A Liquidation Preference of this Section 3.4(C), a Liquidation Event shall be deemed to occur if: (a) the Corporation shall sell, convey, or otherwise dispose of all or substantially all of its property or business; (b) eighty percent (80%) or more of the issued and outstanding shares of Common Stock are sold as part of a single transaction; or (c) the Corporation shall merge into or consolidate with any other corporation (other

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than a wholly-owned subsidiary corporation) or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of, *provided* that this Section 3.4(C)(3)(i) shall not apply to a merger effected solely for the purpose of changing the domicile of the Corporation.

ii. Valuation of Consideration. In the event of a deemed Liquidation Event as described in Section 3.4(C)(3)(i) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

1. If traded on a securities exchange or The Nasdaq Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty day (30) period ending three (3) days prior to the closing;

2. If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day (30) period ending three (3) days prior to the closing; and

3. If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Series A Preferred Stock, and if not so mutually determined, then the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Series A Preferred Stock will choose an independent third party to determine the appropriate value.

(4) Notice of Transaction. The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending Liquidation Event not later than fifteen (15) days prior to the stockholders' meeting called to approve such transaction, or fifteen (15) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices (the "First Notice") shall describe the material terms and conditions of the impending Liquidation Event and the provisions of this Section 3.4(C), and the Corporation shall thereafter give such holders prompt notice of any material changes. Upon the giving of the First Notice by the Corporation to the holders of Series A preferred Stock of an impending Liquidation Event, the Series A Preferred Stock Holders may not elect to exercise their Conversion Rights under Section 3.4(E) hereof at any time while such Liquidation Event is pending. Except as otherwise provided in Section 3.4(C)(5) hereof, only if the Liquidation Event is not ultimately consummated may the Series A Preferred Stock Holders reacquire their right to exercise their Conversion Rights. The closing of the transaction giving rise to the Liquidation Event shall in no event take place later than one hundred twenty (120) days after the Corporation has given the First Notice; *provided, however*, that such period may be extended upon the written consent of the holders of Series A Preferred Stock that are entitled to such notice rights or similar

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notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Series A Preferred Stock.

(5) Effect of Noncompliance. In the event the closing of the transaction giving rise to a Liquidation Event does not take place within the one hundred twenty (120) day period following the date of the First Notice and such period is not extended as provided in Section 3.4(C)(4), the rights, preferences and privileges of the holders of the Series A Preferred Stock, including all rights to exercise their Conversion Rights, shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the First Notice referred to in Section 3.4(C)(4) hereof.

(D) Redemption.

(1) Rights and Obligations to Redeem. The outstanding shares of Series A Preferred Stock may be redeemed by the Corporation at any time after the end of the third year following the date of the issuance of such Series A Preferred Stock; provided, however, that the Corporation shall redeem all outstanding shares of Series A Preferred Stock after the end of the fifth year following the date of the issuance of such Series A Preferred Stock. From and after the date of the redemption, the shares of the Series A Preferred Stock shall be automatically cancelled and become a right to receive payment in full of the Redemption Price described in Section 3.4(D)(2) hereof.

(2) Redemption Price. Upon a redemption of the Series A Preferred Stock, the Corporation shall pay to the holders of the Series A Preferred Stock an amount per share equal to the sum of (i) \$2.00 (the original issue price), plus (ii) an amount equal to \$0.40 per year for each full year from the date of issuance through the date of redemption (reduced, but not below zero, by all dividends paid with respect to such shares) (the "Redemption Price"). For example, if the Company redeems the Series A Preferred Stock after the end of the third year from the date of issuance but prior to the end of the fourth year and no dividends have been paid with respect to the Series A Preferred Stock, a holder of the Series A Preferred Stock would receive \$3.20 per share upon the redemption, calculated as follows: $(\$2.00 + (3 \times \$0.40))$. If, however, a total of \$0.50 per share of dividends were paid to the holders of Series A Preferred Stock in the prior example, then \$2.70 per share would be paid to the holders of the Series A Preferred Stock upon the redemption, calculated as follows: $(\$2.00 + [(3 \times \$0.40) - \$0.50])$.

(E) Conversion. Except as otherwise limited by Section 3.4(C)(4) above, the holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(1) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, but prior to the end of the third year following the date of the issuance of such Series A Preferred Stock, at the office of the Corporation or any transfer agent for such stock, into that number of shares of fully paid and nonassessable

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shares of Common Stock in accordance with the Conversion Ratio at that time. The "Conversion Ratio" shall initially be one (1) share of Series A Preferred Stock to one (1) share of Common Stock (i.e., a 1:1 ratio), which shall be modified pursuant to Section 3.4(E)(3) hereof. In addition, any right of the holder of Series A Preferred Stock to receive declared and unpaid dividends through the date of conversion (the "Unpaid Dividends") may also be converted by such holder of Series A Preferred Stock into such number of fully paid and nonassessable Common Stock as is determined by dividing the total Unpaid Dividends by \$2.00 (the "Conversion Price").

(2) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same or any Unpaid Dividends into shares of Common Stock, it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such shares of Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of the Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering such Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(3) Conversion Ratio and Conversion Price Adjustments of Series A Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Ratio and Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

i. Stock Splits and Dividends. In the event this Corporation should at any time or from time to time after the date of issuance of Series A Preferred Stock (the "Purchase Date") fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without

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payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable on conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Ratio and Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

ii. Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock then, following the record date of such combination, the Conversion Ratio and Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the outstanding shares of Common Stock as a result of such combination.

(4) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 3.4(E) or 3.4(C)) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of such Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3.4(E) with respect to the rights of the holders of such Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 3.4(E) (including adjustment of the Conversion Ratio and Conversion Price then in effect and the number of shares purchasable upon conversion of such Series A Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(5) No Impairment. The Corporation will not, without the consent of the holders of at least a majority of shares of Series A Preferred Stock, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3.4(E) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

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(6) No Fractional Shares and Certificate as to Adjustments.

i. No fractional shares of Common Stock shall be issued on the conversion of any share or shares of the Series A Preferred Stock or Unpaid Dividends. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof and all Unpaid Dividends associated therewith shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Conversion Price on the date of conversion.

ii. On the occurrence of each adjustment or readjustment of the Conversion Ratio and Conversion Price of Series A Preferred Stock pursuant to this Section 3.4(E), this Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts on which such adjustment or readjustment is based. This Corporation shall, on the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustment and readjustment, (b) the Conversion Ratio and Conversion Price for such Series A Preferred Stock at the time in effect and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received on the conversion of a share of Series A Preferred Stock.

(7) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Series A Preferred Stock, at least 20 days prior to the date on which any such record is to be taken for the purpose of such dividend, distribution or right (the "Record Date"), a notice specifying the Record Date and the amount and character of such dividend, distribution or right.

(8) Reservation of 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 then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be

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necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Articles of Incorporation.

(9) Notices. Any notice required by the provisions of this Section 3.4(E) shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient, if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of this Corporation.

(F) Voting Rights. Except as otherwise required by law, the holders Series A Preferred Stock shall have no right to vote on any corporate matter.

Article VIII. Article VIII is hereby added to the Articles of Incorporation, as follows:

ARTICLE VIII **Indemnification**

The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent

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separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). The term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article VIII and not otherwise defined herein have the meaning set forth in Section 607.0850, Florida Statutes (2001). The provisions of this Article VIII are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article VIII shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

Adoption of Amendments. The foregoing amendment was approved by unanimous written consent of the Board of Directors and a majority of the holders of issued and outstanding common stock of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, on February 14, 2002. The number of votes cast by the Shareholders was sufficient for approval.

Effective Date. The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 14th day of February, 2002.



Leonard E. Russek, President

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