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BASIC AMENDMENT
INGENUITY, INC.

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Amendment

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
INGENUITY, INC.
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **INGENUITY, INC.** (the "Corporation") are hereby amended as follows:

Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE III

CAPITAL STOCK

1. Authorized Stock. The total number of shares which the Corporation is authorized to issue is Two Million One Thousand (2,001,000) shares, of which Two Million (2,000,000) shares shall be common stock ("Common Stock"), and One Thousand (1,000) shares shall be preferred stock ("Preferred Stock").

2. Common Stock. Except as otherwise required by law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall: (a) be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which shareholders generally are entitled to vote; (b) in the event of any Liquidation Event, after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation, such assets to be distributed pro rata to the holders of the Common Stock; and (c) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor.

3. Preferred Stock. Except as otherwise required by law and the provisions of these Articles of Incorporation, as amended from time to time, the Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in one or more series, and to fix from time to time before issuance the number of shares to be included in any series and the designations, powers, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects: (a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series; (b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends

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shall accumulate; (c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption; (d) the preference, if any, of shares of such series in the event of any Liquidation Event; (e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights; (f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and (g) any other relative rights, preferences and limitations of that series.

4. Designation of Series A Preferred Stock. Of the One Thousand (1,000) shares of the Company's authorized Preferred Stock, Five Hundred (500) shares shall be designated and known as Series A Preferred Stock (the "Series A Preferred"). The designations, powers, relative rights, preferences and limitations of the Series A Preferred shall be as follows, and any capitalized terms used herein shall be defined in Section 4(h):

(a) Issuance Price; Rank. The issuance price of the Series A Preferred shall be One Thousand Dollars (\$1,000.00) per share. The Series A Preferred shall rank senior to the Junior Securities.

(b) Dividends. Dividends paid on the shares of Series A Preferred are in preference to dividends paid on any Junior Securities. If no Liquidation Event has occurred, the holders of the Series A Preferred shall be entitled to receive dividends and other distributions equivalent to those declared or paid on Junior Securities, payable when, as and if declared by the Board of Directors on such Junior Securities. If a Liquidation Event has occurred, in no event, so long as any Series A Preferred shall remain outstanding and any portion of the Liquidation Value of such Series A Preferred remains unpaid, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, any Junior Securities, nor shall any shares of Junior Securities be purchased or redeemed by the Corporation nor shall any moneys be paid to or made available for a sinking fund for the purchase or redemption of any Junior Securities.

(c) Reorganization, Reclassification, Consolidation, Merger or Sale. Any recapitalization, reorganization, reclassification, consolidation, merger or sale of all or substantially all of the Corporation's capital stock or assets, in each case which is effected in such a manner that the holders of Junior Securities are entitled to receive stock, securities, cash or any other assets with respect to or in exchange for such Junior Securities, is referred to herein as an "Organic Change." Prior to the consummation of any Organic Change, the Corporation shall make appropriate provisions to insure that the holders of the Series A Preferred are entitled to the same rights, preferences, appurtenances, prerogatives and other benefits of ownership, including, without limitation, the right to receive dividends, after such Organic Change occurs, as if such Organic Change had not occurred.

(d) Liquidation. Upon any Liquidation Event, each holder of Series A Preferred shall be entitled to be paid, before any distribution or payment is made upon any Junior Securities, an amount in immediately available funds equal to the aggregate Liquidation Value of all shares of Series A Preferred held by such holder. If upon any such Liquidation Event the Corporation's assets to be distributed among the holders of the Series A Preferred are insufficient to permit payment to such holders of the aggregate amount which they are entitled, then the entire assets available to be distributed to the Corporation's stockholders shall be distributed pro rata among such holders of Series A Preferred based upon the aggregate Liquidation Value of the

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Series A Preferred held by each such holder. After payment in full of the Liquidation Value, the holders of the Series A Preferred will have no right or claim to any of the assets of the Corporation.

(e) Voting Rights. Except as otherwise required by law and the provisions of these Articles of Incorporation, as amended from time to time, the shares of Series A Preferred shall vote together as one class with the holders of the Corporation's Common Stock, or may act by written consent in the same manner as the holders of the Corporation's Common Stock. Each holder of Series A Preferred shall be entitled to one vote for each share of Series A Preferred held of record by such holder on all matters on which shareholders generally are entitled to vote.

(f) Redemption. The Corporation shall have no right to redeem any shares of the Series A Preferred.

(g) Register. The Corporation shall keep at its principal office a register for the Series A Preferred. Upon the surrender of any certificate representing shares of Series A Preferred at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of Series A Preferred represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of Series A Preferred as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

(h) Definitions.

(i) "Junior Securities" means the Common Stock, Preferred Stock (other than the Series A Preferred), and any other capital stock or other securities of the Corporation now existing or hereafter created.

(ii) "Liquidation Event" means any liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary).

(iii) "Liquidation Value" of any share of Series A Preferred shall be equal to One Thousand Dollars (\$1,000.00) per share of the Series A Preferred plus all accumulated and unpaid dividends thereon."

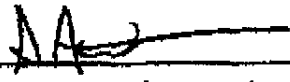
Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

The foregoing amendments to the Articles of Incorporation of the Corporation were recommended by the board of directors of the Corporation and submitted to the shareholders of the Corporation for approval on December 15, 2005. The amendments to the Articles of Incorporation of the Corporation were approved by the unanimous written consent of the shareholders of the Corporation on December 15, 2005, with the number of votes cast for the amendment being sufficient for approval in accordance with the applicable provisions of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation as of this 15 day of December, 2005.

INGENUITY, INC.

By: 
Name: Scott Wolmsley
Title: President