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BASIC AMENDMENT

LEVEL 5 SECURITY, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 25, 2004

LEVEL 5 SECURITY, INC.
341 PERUVIAN AVENUE
PALM BEACH, FL 33480

SUBJECT: LEVEL 5 SECURITY, INC.
REF: P04000038604

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Michelle Milligan
Document Specialist

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEVEL 5 SECURITY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Level 5 Security, Inc., amend and restate the Articles of Incorporation of Level 5 Security, Inc., originally filed on February 27, 2004, as amended by filing dated March 16, 2004. As of the filing of these Amended and Restated Articles of Incorporation, Level 5 Security, Inc., does not have any shareholders and, accordingly, this filing does not require shareholder approval. These Amended and Restated Articles of Incorporation have been approved by the undersigned as sole incorporator of Level 5 Security, Inc.

FIRST: The name of the corporation (hereinafter called the "Corporation") is
Level 5 Security, Inc.

SECOND: The address, including street, number, city, and county, of the principal place of business of the Corporation in the State of Florida is 2115 10th Avenue North, Lake Worth, FL 33461.

THIRD: The nature of the business to be conducted and the purposes of the Corporation are:

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Florida Business Corporation Act ("FCBA") or any successor statute.

FOURTH:

A. DESIGNATION AND NUMBER OF SHARES.

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Four Million Seven Hundred and Fifty Thousand (4,750,000) shares, which shall consist of two classes of stock as follows:

Common Stock, \$.001 par value	2,750,000
(<u>"Common Stock"</u>)	

Preferred Stock, \$.001 par value	2,000,000
(<u>"Preferred Stock"</u>)	

The Preferred Stock shall consist of one series as follows:

Series A Convertible Preferred Stock, \$.001 par value	2,000,000
(<u>"Series A Preferred Stock"</u>)	

The rights, preferences, privileges and restrictions granted to and imposed upon the various classes and series of stock of the Corporation are as follows:

B. COMMON STOCK

1. General. The voting, dividend and liquidation and other rights of the holders of the Common Stock are expressly made subject to and qualified by the rights of the holders of any series of Preferred Stock.

2. Voting Rights. The holders of record of the Common Stock are entitled to one vote per share on all matters to be voted on by the Corporation's stockholders.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore if, as and when determined by the Board of Directors in its sole discretion, subject to provisions of law, any provision of these Amended and Restated Articles of Incorporation, as amended from time to time, and subject to the relative rights and preferences of any shares of Preferred Stock authorized, issued and outstanding hereunder.

4. Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of record of the Common Stock will be entitled to receive pro rata all assets of the Corporation available for distribution to its stockholders, subject, however, to the liquidation rights of the holders of Preferred Stock authorized, issued and outstanding hereunder.

C. SERIES A CONVERTIBLE PREFERRED STOCK

The preferences, privileges and restrictions granted to or imposed upon the Corporation's Series A Convertible Preferred Stock, par value \$0.001 per share, or the holders thereof, are as follows:

SECTION 1 Designation of Amount

(a) Two Million (2,000,000) shares of Preferred Stock shall be, and hereby are, designated the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), par value \$0.001 per share.

(b) Subject to the requirements of the FBCA and these Amended and Restated Articles of Incorporation, the number of shares of Preferred Stock that are designated as Series A Preferred Stock may be increased or decreased by vote of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of such shares then outstanding plus the number of such shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any other outstanding securities issued by the Corporation that are convertible into or exercisable for Series A Preferred Stock. Any shares of Series A Preferred Stock converted, redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall, automatically and without further action, be retired and canceled promptly after the acquisition thereof, and shall not be reissued and the Corporation from time to time shall take such action as may be necessary to reduce the number of authorized shares of the Series A Preferred Stock and Preferred Stock accordingly.

SECTION 2 Certain Definitions.

Unless the context otherwise requires, the terms defined in this Section shall have, for all purposes of these Amended and Restated Articles of Incorporation, the meanings specified (with terms defined in the singular having comparable meanings when used in the plural).

"Affiliate" shall mean, with respect to any person, any other person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified person and, in the case of a person who is an individual, shall include (i) members of such specified person's immediate family (as defined in Instruction 2 of Item 404(a) of Regulation S-K under the Securities Act) and (ii) trusts, the trustee and all beneficiaries of which are such specified person or members of such person's immediate family as determined in accordance with the foregoing clause (i). For the purposes of this definition, "control," when used with respect to any person means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "affiliated," "controlling" and "controlled" have meanings correlative to the foregoing.

"Common Stock" shall mean the common stock, par value \$0.001 per share, of the Corporation.

"Conversion Date" shall have the meaning ascribed to such term in Section 6(e).

"Conversion Price" shall mean the Original Purchase Price of each share of Common Stock, subject to adjustment from time to time in accordance with Section 6(d).

"Exchange Act" shall mean the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Excluded Securities" shall mean:

(i) shares of Common Stock issued (or issuable upon exercise of rights, options or warrants outstanding from time to time) granted or issued to officers, directors or employees of, or consultants to, the Corporation pursuant to a stock grant, stock option plan, employee stock purchase plan, restricted stock plan or other similar plan or agreement or otherwise, in each case as approved by the Board of Directors, in an amount not to exceed in the aggregate at any time twenty percent (20%) of the authorized Common Stock of the Corporation (subject to appropriate adjustment for any stock dividend, stock split, combination or other similar recapitalization affecting such shares);

(ii) shares of Common Stock issued or issuable as a result of any stock split, combination, dividend, distribution, reclassification, exchange or substitution for which an equitable adjustment is provided for in Section 6(d);

"FBCA" shall have the meaning set forth in the preamble to these Amended and Restated Articles of Incorporation.

"GAAP" shall mean U.S. generally accepted accounting principles as set forth in the opinions and pronouncements of the Accounting Principles Board of the American Institute of Certified Public Accountants and statements and pronouncements of the Financial Accounting Standards Board, which are in effect from time to time, consistently applied.

"Initial Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the Corporation.

"Investor Rights Agreement" means that certain Investor Rights Agreement by and among the Corporation and all the holders of Common Stock and Preferred Stock, as amended from time to time.

"Milestone Failure" shall mean the failure of the Corporation to meet certain milestones on schedule in accordance with the milestone schedule agreed upon by the Corporation and Requisite Holders and made part of the Investor Rights Agreement.

"Original Purchase Price" shall mean the per share purchase price for a share of Series A Preferred Stock of \$1.00, or such other price set forth in the Purchase Agreement.

"person" shall mean any individual, partnership, company, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization, government or agency or political subdivision thereof, or other entity.

"Preferred Stock" shall have the meaning set forth in Article Fourth, Section A of these Amended and Restated Articles of Incorporation.

"Preferred A Director" shall have the meaning set forth in Section 3(c)(i).

"Purchase Agreement" shall mean the Series A Convertible Preferred Stock Purchase Agreement, dated as of March 26, 2004, by and between the Corporation and the purchasers identified therein.

"Requisite Holders" shall mean the holders of at least fifty percent (50%) of the then outstanding shares of Series A Preferred Stock.

"Securities Act" shall mean the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

"Series A Preferred Stock" shall have the meaning set forth in Section 1.

"Series A Recapitalization Event" shall mean any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event involving a change in the capital structure of the Series A Preferred Stock.

"subsidiary" means, with respect to any person, (a) a company a majority of whose capital stock with voting power, under ordinary circumstances, to elect directors is at the time, directly or indirectly, owned by such person, by a subsidiary of such person, or by such person and one or more subsidiaries of such person, (b) a partnership in which such person or a subsidiary of such person is, at the date of determination, a general partner of such partnership, or (c) any other person (other than a company) in which such person, a subsidiary of such person or such person and one or more subsidiaries of such person, directly or indirectly, at the date of determination thereof, has (i) at least a majority ownership interest, (ii) the power to elect or direct the election of the directors or other governing body of such person, or (iii) the power to direct or cause the direction of the affairs or management of such person. For purposes of this definition, a person is deemed to own any capital stock or other ownership interest if such person has the right to acquire such capital stock or other ownership interest, whether through the exercise of any purchase option, conversion privilege or similar right.

"Subsidiary" shall mean a subsidiary of the Corporation.

SECTION 3 Voting Rights.

(a) General. Except as otherwise required by the FBCA and in addition to any voting rights provided by the FBCA or other applicable law, the holders of Series A Preferred Stock shall be entitled to vote (or render written consents) together with the holders of the Common Stock and any other class or series of capital stock of the Corporation entitled to vote together with the holders of the Common Stock as a single class on all matters submitted for a vote of (or written consents in lieu of a vote as permitted by the FBCA, the Certificate of Incorporation and the Bylaws) holders of Common Stock other than the election or removal and replacement of directors in which case such voting rights will be as set forth in Section 3(c) below; and shall have such other voting rights as are specified in these Amended and Restated Articles of Incorporation. When voting together with the holders of Common Stock, each share of Series A Preferred Stock shall entitle the holder thereof to cast one vote for each vote that such holder would be entitled to cast had such holder converted its Series A Preferred Stock into shares of Common Stock as of the record date for determining the stockholders of the Corporation eligible to vote on any such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. The holders of Series A Preferred Stock shall be entitled to receive notice of any stockholders' meeting in accordance with the Certificate of Incorporation and Bylaws of the Corporation. A majority of the votes entitled to be cast on any matter by a voting group, which majority must include the holders of the Series A Preferred Stock of the corporation, constitutes a quorum of that voting group for action on that matter.

(b) Waivers. Except to the extent otherwise provided in these Amended and Restated Articles of Incorporation or required by the FBCA, the Requisite Holders may, via affirmative vote or written consent in lieu thereof, waive any rights of the holders of the Series A Preferred Stock set forth in these Amended and Restated Articles of Incorporation.

(c) Board of Directors.

(i) The holders of Series A Preferred Stock shall have the exclusive right, voting as a single class, to elect, and to remove and replace after such election, three (3) individuals to serve on the Board of Directors, (each such director is referred to as a "Preferred A Director"). In any such election, or removal and replacement, the holders of Series A Preferred Stock shall be entitled to cast one vote per share of Series A Preferred Stock held of record on the record date for the determination of the holders of Series A Preferred Stock entitled to vote on such election. After the Initial Issue Date, at which time the holders of Series A Preferred Stock shall initially elect such Preferred A Directors, the Preferred A Directors shall be elected at the same time as the other directors are elected, except in the case of any removal and replacement of a Preferred A Director, which shall take place at such time as the Requisite Holders may determine. The Preferred A Directors shall serve until the annual meeting of stockholders of the Corporation at which the term of other directors expire, unless sooner removed, and until his respective successor shall be elected and shall qualify. A Preferred A Director may be removed by, and shall not be removed other than by, the vote of the Requisite Holders, voting as a separate class at a meeting called for such purpose (or by written consent in lieu thereof as permitted by the FBCA, these Amended and Restated Articles of Incorporation and Bylaws). If for any reason there is not a Preferred A Director, by reason of death, resignation, retirement, disqualification, removal or otherwise, such vacancy shall be filled by the holders of the Series A Preferred Stock voting as a separate class in accordance with the voting procedures set forth in this Section 3(c)(i).

(ii) The Corporation shall not, without the written consent or affirmative vote of the Requisite Holders, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a series, increase the maximum number of directors constituting the Board of Directors to a number in excess of five (5).

(d) Protective Provisions. The Corporation will not, and will not permit any of its Subsidiaries to, directly or indirectly, without the affirmative vote (or written consent as permitted by the FBCA, the Certificate of Incorporation and Bylaws), of the Requisite Holders, voting (or consenting) as a separate class:

(i) amend, alter or repeal any of the provisions of the Certificate of Incorporation or Bylaws, or in any way change the preferences, privileges, rights or powers with respect to the Series A Preferred Stock, so as to affect the Series A Preferred Stock adversely, or reclassify any class of stock in a manner that adversely affects the Series A Preferred Stock;

(ii) in any manner authorize, create, designate, issue or sell any (A) class or series of capital stock (including shares of treasury stock), (B) right, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or (C) any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity, that, in each case, is senior to or pari passu with the Series A Preferred Stock;

(iii) increase the number of authorized shares of Series A Preferred Stock or authorize the issuance of or issue any shares of Series A Preferred Stock (other than pursuant to the Purchase Agreement);

(iv) agree to any restriction on the Corporation's ability to satisfy its obligations hereunder to holders of Series A Preferred Stock or the Corporation's ability to honor the exercise of any rights of the holders of the Series A Preferred Stock;

(v) directly or indirectly declare or pay any dividend or make any distribution (whether in cash, shares of capital stock of the Corporation, or other property) on shares of capital stock of the Corporation (except with respect to shares of Series A Preferred Stock in accordance with the terms of these Amended and Restated Articles of Incorporation) or any Subsidiary (other than a wholly-owned subsidiary), or redeem, purchase or otherwise acquire for value (including through an exchange), or set apart money or other property for any mandatory purchase or analogous fund for the redemption, purchase or acquisition of any shares of capital stock of the Corporation (except with respect to shares of Series A Preferred Stock in accordance with the terms of these Amended and Restated Articles of Incorporation and the repurchase of shares of Common Stock held by employees, officers or directors of the Corporation at the original purchase price per share therefor in accordance with stock repurchase agreements under which the Corporation has the right to repurchase such shares in the event of termination of employment) or any Subsidiary (other than a wholly-owned subsidiary);

(vi) enter into, in a single transaction or a series of related transactions, any merger or consolidation, sale, transfer or other disposition of all or substantially all of its assets to any person or other business combination involving the Corporation (except a merger of a wholly-owned Subsidiary into the Corporation in which the Corporation's capitalization is unchanged as a result of the merger);

(vii) effect, approve, authorize or permit a liquidation, dissolution or winding up of the Corporation or any Subsidiary or any recapitalization, reorganization or sale of all or substantially all of the assets of the Corporation or any Subsidiary;

(viii) transfer, sell or otherwise dispose of any assets of the Corporation outside the ordinary course of business; or

(ix) approve or authorize the incurrence of any indebtedness or the issuance of any guarantee of any obligation of any other person or entity outside the ordinary course of business.

SECTION 4 Dividends.

(a) Dividend Amount.

Cumulative Dividends. The holders of the outstanding shares of Series A Preferred Stock shall be entitled to receive, out of any funds legally available therefor, cumulative dividends, at the annual rate of ten percent (10%) of the Original Purchase Price of each such share of Series A Preferred Stock. Such dividends shall be cumulative so that if such dividends in respect of any previous or current annual dividend period shall not have been paid or declared at the annual rate specified above and a sum sufficient for payment thereof set apart, the deficiency shall first be fully paid before any dividend or other distribution shall be paid or declared and set apart for the Common Stock or any other class or series of capital stock designated junior to the Series A Preferred Stock with respect to dividends. With respect to each share of Series A Preferred Stock, dividends shall accrue and accumulate, whether or not earned or declared, at the rate specified in the first sentence of this Section 4(a)(i) on a daily basis from the date of original issuance of such share of Series A Preferred Stock until the conversion or redemption of such share of Series A Preferred Stock or liquidation of the Corporation.

(i) Dividends on shares of Series A Preferred Stock shall be payable if, as and when declared by the Board of Directors but shall nevertheless be payable upon liquidation of the Corporation as provided in Section 5, conversion as provided in Section 4(a)(iii) and Section 6 or redemption as provided in Section 7.

(ii) Participating Dividends. If, with the consent of the Requisite Holders required pursuant to Section 3(d)(v), the Board of Directors shall declare a dividend payable upon the then outstanding shares of Common Stock, the holders of the outstanding shares of Series A Preferred Stock shall be entitled to the amount of dividends on the Series A Preferred Stock as would be declared payable on the largest number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by each holder thereof could be converted pursuant to the provisions of Section 6 hereof, such number to be determined as of the record date for determination of holders of Common Stock entitled to receive such dividend or, if no such record date is established, as of the date of such dividend. Such determination of "whole shares" shall be based upon the aggregate number of shares of Series A Preferred Stock held by each holder, and not upon each share of Series A Preferred Stock so held by the holder. Notwithstanding the foregoing, unless all accrued dividends on the Series A Preferred Stock shall have been paid or declared and a sum sufficient for the payment thereof set apart, (i) no dividend shall be paid or declared, and no distribution shall be made, on any Common Stock, and (ii) no shares of Common Stock shall be purchased, redeemed or acquired by the Corporation and no amounts shall be set aside or made available for the purchase, redemption or acquisition

thereof; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock held by employees, officers or directors of the Corporation at the original purchase price per share therefor in accordance with stock repurchase agreements under which the Corporation has the right to repurchase such shares in the event of termination of employment.

(b) Conversion of Dividends. Notwithstanding anything contained herein to the contrary, each holder of Series A Preferred Stock shall have the right to elect to receive Common Stock in lieu of any and all accrued but undeclared and unpaid dividends on all of that holder's Series A Preferred Stock, with the number of shares of Common Stock to be issued to the electing stockholder in lieu of the accrued but undeclared and unpaid dividends to be determined by dividing the amount of the total accrued but undeclared and unpaid dividends then outstanding on all of that holder's Series A Preferred Stock by the then-applicable Conversion Price in accordance with Section 6 below. No fractional share of Common Stock shall be issued in lieu of any accrued but undeclared and unpaid dividend. All shares of Common Stock (including fractions thereof) issuable in lieu of a cash payment of the dividends shall be aggregated for purposes of determining whether the dividend would result in the issuance of any fractional share. If, after such aggregation, there would result the issuance of a fraction of a share of Common Stock to any holder of Series A Preferred Stock, the Corporation shall, in lieu of issuing to such holder any fractional share, reserve for payment a sum in cash equal to the fraction multiplied by the then applicable Conversion Price, which sum shall be payable when and if the dividends are declared and paid on all shares of Series A Preferred Stock. The Secretary of the Corporation shall record in the Corporation's stock records any Common Stock issued in lieu of any accrued but undeclared or unpaid dividends on that share, as well as the value thereof (based on the Conversion Price) which shall be subtracted from any future dividends that would otherwise be paid on that share.

(c) Distributions Other than Cash. The distributions provided for in this Section 4 shall not be payable in property other than cash or listed securities without the consent of the Requisite Holders. All distributions (including distributions other than cash) made hereunder shall be made pro rata to the holders of Series A Preferred Stock.

(d) Equitable Adjustments. All numbers relating to the calculation of dividends shall be subject to an equitable adjustment in the event of any Series A Recapitalization Event.

SECTION 5 Liquidation Preference.

(a) Liquidation Preference of Series A Preferred Stock. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or in the event of its insolvency, the holders of Series A Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to stockholders (whether such assets are capital, surplus or earnings) after provision for payment of all debts and liabilities of the Corporation in accordance with the FBCA, before any distribution or payment is made with respect to any shares of Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the Series A Preferred Stock and subject to the liquidation rights and preferences of any class or series of Preferred Stock designated to be senior to, or on a parity with, the Series A Preferred Stock with respect to liquidation preferences, an amount equal to the Original Purchase Price per share of Series A Preferred Stock (which amount shall be subject to an equitable adjustment in the event of any Series A Recapitalization Event) plus all

accrued and unpaid dividends thereon, whether or not earned or declared, up to and including the date of full payment (the "Series A Liquidation Preference").

(b) Insufficient Assets. If, upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the assets legally available for the Series A Liquidation Preference shall be insufficient to permit payment of the Series A Liquidation Preference, then such holders shall share ratably in any distribution of available assets according to the respective amounts which would otherwise be payable with respect to the shares of Series A Preferred Stock held by them upon such liquidating distribution if all amounts payable on or with respect to such shares were paid in full, based upon the aggregate liquidation value payable upon all shares of Series A Preferred Stock then outstanding.

(c) Participation with Common Stock. After the Series A Liquidation Preference is paid in full, the remaining assets available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock, any other class or series of capital stock that participates with the Common Stock in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation and the Common Stock, with the holders of the Series A Preferred Stock deemed to hold that number of shares of Common Stock into which such shares of Series A Preferred Stock are then convertible.

(d) Distributions Other than Cash. The distributions provided for in this Section 5 shall not be payable in property other than cash or listed securities without the consent of the Requisite Holders. All distributions (including distributions other than cash) made hereunder shall be made pro rata to the holders of Series A Preferred Stock.

(e) Equitable Adjustments. The amounts to be paid or set aside for payment as provided above in this Section 5 shall be proportionately increased or decreased in inverse relation to the change in the number of outstanding shares resulting from any Series A Recapitalization Event.

SECTION 6 Conversion Rights.

(a) General. Subject to and upon compliance with the provisions of this Section 6, each holder of shares of Series A Preferred Stock shall be entitled, at its option, at any time, to convert all or any such shares of Series A Preferred Stock into the number of fully paid and nonassessable shares of Common Stock equal to the number obtained by dividing (i) the Original Purchase Price of such Series A Preferred Stock, plus the amount of any accumulated but unpaid dividends as of the Conversion Date by (ii) the Conversion Price in effect at the close of business on the Conversion Date (determined as provided in this Section 6).

(b) Automatic Conversion. All shares of Series A Preferred Stock shall be automatically converted into the number of shares of Common Stock into which such shares of Series A Preferred Stock are then convertible pursuant to Section 6(a) without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent immediately upon the election of the Requisite Holders.

(c) Fractions of Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock to be issued shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. Instead of any fractional shares of Common

Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional share in an amount equal to the product of such fraction multiplied by the fair market value of one share of Common Stock on the Conversion Date as determined in good faith by the Board of Directors Fair Market Value of one share of Common Stock on the Conversion Date.

(d) Adjustments to Conversion Price.

The Conversion Price shall be subject to adjustment from time to time as follows:

If the Corporation shall, at any time or from time to time after the Initial Issue Date, issue (or be deemed to have issued in accordance with Section 6(d)(ii) below) any shares of Common Stock (other than Excluded Securities), without consideration or for consideration per share less than the Conversion Price in effect immediately prior to such issuance, then the Conversion Price shall forthwith be lowered (but in no event increased) to a price equal to an amount determined by multiplying such Conversion Price by a fraction:

(A) the numerator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock (calculated on a fully-diluted basis assuming the exercise or conversion of all Common Stock equivalents that have a conversion or exercise price less than the fair market value of the Common Stock as determined in good faith by the Board of Directors plus (2) the number of shares of Common Stock which the gross aggregate consideration, if any, received by the Corporation for the total number of such additional shares of Common Stock so issued would purchase at the Conversion Price in effect immediately prior to such issuance, and

(B) the denominator of which shall be (1) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock (calculated on a fully-diluted basis assuming the exercise or conversion of all Common Stock equivalents that have a conversion or exercise price less than the fair market value of the Common Stock as determined in good faith by the Board of Directors plus (2) the number of such additional shares of Common Stock so issued.

Any such adjustment shall become effective immediately after the opening of business on the day following the issuance of such shares of Common Stock.

(ii) For the purposes of any adjustment of a Conversion Price pursuant to this Section 6(d), the following provisions shall be applicable:

(1) In the case of the issuance of Common Stock for cash in a public offering or private placement, the consideration shall be deemed to be the amount of cash paid therefor before deducting therefrom any discounts, commissions or placement fees payable by the Corporation to any underwriter or placement agent in connection with the issuance and sale thereof.

(2) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors.

(3) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock, or options to purchase or rights to subscribe for such convertible or exchangeable securities, except for options to acquire Excluded Securities:

- (A) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subparagraphs (1) and (2) above), if any, received by the Corporation upon the issuance of such options or rights plus the minimum purchase price provided in such options or rights for the Common Stock covered thereby;
- (B) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange of any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities, options, or rights were issued and for a consideration equal to the consideration received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subparagraphs (1) and (2) above);
- (C) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversions of or exchanges for such securities or exercise price therefor, other than a change resulting from the anti-dilution provisions thereof, the applicable Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, rights or securities not converted prior to such change or options or rights related to such securities not converted prior to such change been made upon the basis of such change;
- (D) upon the expiration of any such options or the termination of any rights, convertible securities or exchangeable

securities, the applicable Conversion Price shall forthwith be readjusted to such Conversion Price as would have been in effect at the time of such expiration or termination had such options, rights, convertible securities or exchangeable securities, to the extent outstanding immediately prior to such expiration or termination, never been issued; and

- (E) no further adjustment of the Conversion Price adjusted upon the issuance of any such options, rights, convertible securities or exchangeable securities shall be made as a result of the actual issuance of Common Stock on the exercise of any such rights or options or any conversion or exchange of any such securities.

(iii) Upon Stock Dividends, Subdivisions or Splits. If, at any time after the date hereof, the number of shares of Common Stock outstanding is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, following the record date for the determination of holders of Common Stock entitled to receive such stock dividend, or to be affected by such subdivision or split-up, the Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of Series A Preferred Stock shall be increased in proportion to such increase in outstanding shares.

(iv) Upon Combinations. If, at any time after the date hereof, the number of shares of Common Stock outstanding is decreased by a combination of the outstanding shares of Common Stock into a smaller number of shares of Common Stock, then, following the record date to determine shares affected by such combination, the Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(v) Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination or shares of stock dividend provided for elsewhere in this Section 6(d), or the sale of all or substantially all of the Corporation's properties and assets to any other person), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been converted, as the case may be, immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(vi) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification, or exchange of shares provided for elsewhere in this Section 6) or a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all of the Corporation's properties and assets to any other person,

then, as a part of such reorganization, merger, or consolidation or sale, provision shall be made so that holders of Series A Preferred Stock, as the case may be, shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger, consolidation or sale, to which such holder would have been entitled if such holder had converted its shares of Series A Preferred Stock immediately prior to such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6(d) with respect to the rights of the holders of the Series A Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 6(d), including adjustment of the Conversion Price then in effect for the Series A Preferred Stock and the number of shares issuable upon conversion of the Series A Preferred Stock shall be applicable after that event in as nearly equivalent a manner as may be practicable.

The Requisite Holders, upon the occurrence of a capital reorganization, merger or consolidation of the Corporation or the sale of all or substantially all its assets or properties, as such events are more fully set forth in the first paragraph of this Section 6(d)(vi), shall have the option of electing treatment of Preferred Stock under either this Section 6(d)(vi) or Section 5(e) hereof (subject to the exceptions set forth in Section 5(e)).

(vii) Deferral in Certain Circumstances. In any case in which the provisions of this Section 6(d) shall require that an adjustment shall become effective immediately after a record date of an event, the Corporation may defer until the occurrence of such event (1) issuing to the holder of any Series A Preferred Stock converted after such record date and before the occurrence of such event the shares of capital stock issuable upon such conversion by reason of the adjustment required by such event and issuing to such holder only the shares of capital stock issuable upon such conversion before giving effect to such adjustments, and (2) paying to such holder any amount in cash in lieu of a fractional share of capital stock pursuant to Section 6(c) above; provided, however, that the Corporation shall deliver to such holder an appropriate instrument or due bills evidencing such holder's right to receive such additional shares and such cash.

(viii) Other Anti-Dilution Provisions. (1) If the Corporation has issued or issues any securities on or after the date hereof containing provisions protecting the holder or holders thereof against dilution in any manner more favorable to such holder or holders thereof than those set forth in this Section 6(d), such provisions (or any more favorable portion thereof) shall be deemed to be incorporated herein as if fully set forth in these Amended and Restated Articles of Incorporation and, to the extent inconsistent with any provision of these Amended and Restated Articles of Incorporation, shall be deemed to be substituted therefor; or (2) if any event occurs as to which the foregoing provisions of this Section 6(d) are not strictly applicable or, if strictly applicable, would not, fairly and adequately protect the conversion rights of the holders of the Series A Preferred Stock in accordance with the essential intent and principles of such provisions, then the Board of Directors shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary, to protect such purchase rights as aforesaid, but in no event shall any such adjustment have the effect of increasing the Conversion Price or decreasing the number of shares of Common Stock issuable upon the conversion of the Series A Preferred Stock.

(e) Exercise of Conversion Privilege. In order to exercise the conversion privilege, the holder of any share of Series A Preferred Stock shall surrender the certificate evidencing such share of Series A Preferred Stock, duly endorsed or assigned to the Corporation in blank, at any office or agency of the Corporation maintained for such purpose, accompanied by written notice to the Corporation at such office or agency that the holder elects to convert such Series A Preferred Stock or, if less than the entire amount thereof is to be converted, the portion thereof to be converted. Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date (the "Conversion Date") of (i) the event triggering automatic conversion pursuant to Section 6(b) or (ii) surrender of such shares of Series A Preferred Stock for conversion in accordance with the foregoing provisions, and at such time the rights of the holder of such shares of Series A Preferred Stock as a holder shall cease, and the person or persons entitled to receive the Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such Common Stock as and after such time. As promptly as practicable on or after the Conversion Date, the Corporation shall issue and shall deliver at any office or agency of the Corporation maintained for the surrender of Series A Preferred Stock a certificate or certificates for the number of full shares of Common Stock issuable upon conversion, together with payment in lieu of any fraction of a share, as provided in Section 6(c). In the case of any certificate evidencing shares of Series A Preferred Stock that is converted in part only, upon such conversion the Corporation shall also execute and deliver a new certificate evidencing the number of shares of Series A Preferred Stock that are not converted.

(f) Notice of Adjustment of Conversion Price. Whenever the provisions of Section 6(d) require that the Conversion Price be adjusted as herein provided, the Corporation shall compute the adjusted Conversion Price in accordance with Section 6(d) and shall prepare a certificate signed by the Corporation's chief executive officer or chief financial officer setting forth the adjusted Conversion Price and showing in reasonable detail the facts upon which such adjustment is based, and such certificate shall forthwith be filed at each office or agency maintained for such purpose for conversion of shares of Series A Preferred Stock and mailed by the Corporation at its expense to all holders of Series A Preferred Stock at their last addresses as they shall appear in the stock register.

(g) Corporation to Reserve Common Stock. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the authorized but unissued Common Stock or out of the Common Stock held in treasury, for the purpose of effecting the conversion of Series A Preferred Stock, the full number of shares of Common Stock then issuable upon the conversion of all outstanding shares of Series A Preferred Stock plus accrued and unpaid dividends. Before taking any action that would cause an adjustment reducing the conversion price below the then par value (if any) of the shares of Common Stock deliverable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action that, in the opinion of its counsel, is necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted conversion price.

(h) Taxes on Conversions. The Corporation will pay any and all original issuance, transfer, stamp and other similar taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than

that of the holder of the share(s) of Series A Preferred Stock to be converted, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established to the satisfaction of the Corporation that such tax has been paid.

SECTION 7 Redemption of Series A Preferred Stock

Optional Redemption at the Election of Holders of Series A Preferred Stock. In the event of a "Milestone Failure", and at the request of the Requisite Holders, the Corporation shall redeem all or any portion of the then outstanding shares of Series A Preferred Stock held by the holders of Series A Preferred Stock in accordance with the terms and conditions for such redemption set forth in the Investors Rights Agreement.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The name and Florida street address of the registered agent is: CT Corporation System 1200 South Pine Island Road, Plantation, Florida 33324.

SEVENTH: The name and address of the incorporator is: Erik T. Barstow, Wiggin & Nourie, PA, 20 Market Street, Manchester, NH 03105-0808.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, conferred by the State of Florida, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in the Certificate of Incorporation and the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

B. After the original or other By-Laws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of Section 607.0206 of the Florida Business Corporation Act, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

NINTH: The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers, and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the By-Laws of the Corporation may provide

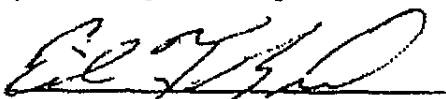
that the Corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the Florida Business Corporation Act is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ELEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Florida Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Florida Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

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TWELVETH: From time to time any of the provisions of these Amended and Restated Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article.



Signature/Incorporator:
Erik T. Barstow

3/23/2004
Date: