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ANDERSON TRADING CORPORATION

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANDERSON TRADING CORPORATION**

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The text of the Articles of Incorporation, as amended, of Anderson Trading Corporation (Document Number P04000038731) are hereby amended and restated to read as follows:

**ARTICLE I.
NAME AND ADDRESS**

The name of the corporation is Anderson Trading Corporation (the "Corporation"). The address of the principal office of the Corporation shall be 3403 NW 82nd Avenue, Suite 320, Miami, Florida 33122, and the mailing address shall be the same.

**ARTICLE II.
REGISTERED AGENT**

The name and address of the Corporation's registered agent is Raul J. Gutierrez, 3403 NW 82nd Avenue, Suite 320, Miami, Florida 33122.

**ARTICLE III.
INCORPORATION**

The Corporation is incorporated under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act").

**ARTICLE IV.
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

**ARTICLE V.
CORPORATE DURATION**

The Corporation is to have perpetual existence.

**ARTICLE VI.
CAPITAL**

A. **Classes of Stock.** The Corporation shall be authorized to issue One Thousand (1,000) shares of common stock with no par value (the "Common Stock") and eighty (80) shares of preferred stock with no par value. The preferred stock authorized to be issued hereunder shall be designated Series A Convertible Preferred Stock (the "Series A Preferred Stock").

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B. Rights, Preferences and Restrictions of Series A Preferred Stock. The Series A Preferred Stock shall have the following designations, preferences, relative, participating, optional or other rights, qualifications, limitations and restrictions:

1. **Dividends.** The holders of the shares of Series A Preferred Stock shall be entitled to receive dividends with respect to each issued and outstanding share of Series A Preferred Stock, out of assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock of the Corporation at an annual rate of four percent (4%) of the Series A Original Issue Price (as such term is defined below), but only when, as and if declared by the Board of Directors in its sole discretion. Such dividends shall be cumulative. No distribution or dividend of cash or property shall be paid on shares of Common Stock unless a distribution or dividend of the same amount per share (on an as-converted basis) is simultaneously paid on the shares of Series A Preferred Stock. The term "Series A Original Issue Price" shall mean Twenty Thousand Dollars (\$20,000.00) per share, as adjusted for any stock dividends, combinations, splits, recapitalizations or similar events.

2. **Liquidation Preference.**

2.1 **Preference of Holders of Series A Preferred Stock.** In the event of any liquidation, dissolution or winding up of the Corporation (a "Liquidation"), the holders of the shares of Series A Preferred Stock shall be entitled to receive, prior and in preference to any payment to the holders of Common Stock, an amount per share of Series A Preferred Stock equal to the Original Purchase Price plus any dividends declared on the Series A Preferred Stock but not paid (the "Liquidation Preference"). After the payment of the Liquidation Preference, the holders of the shares of Series A Preferred Stock and the holders of the shares of Common Stock shall be entitled to receive pro rata, on a pari passu basis with the Series A Preferred Stock being deemed to have been converted to Common Stock immediately prior to such Liquidation, the remaining amounts or assets of the Corporation, provided that the holders of the shares of Series A Preferred Stock shall not be entitled to receive an amount per share in excess of three (3) times the Original Purchase Price.

2.2 **Consolidation, Merger, or Sale of Assets.** Any of the following shall be deemed to be a Liquidation: (A) a consolidation or merger of the Corporation with or into any other corporation or corporations in which the Corporation is not the survivor, (B) a sale, conveyance or disposition of 80% or more of the assets of the Corporation in any single transaction or series of related transactions, or (C) any purchase by any party (or group of affiliated parties) that did not beneficially own a majority of the voting power of the outstanding shares of capital stock of the Corporation immediately prior to such purchase, of that number of shares of capital stock such that such party (or group of affiliated parties) beneficially owns a majority of such voting power immediately after such purchase.

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Notwithstanding the foregoing, the following shall not be deemed a Liquidation: (i) any reorganization, merger or consolidation involving only a change in the state of incorporation of the Corporation, or (ii) a merger of the Corporation with or into a wholly-owned subsidiary of the Corporation that is incorporated in the United States of America.

3. Voting Rights.

3.1 General Voting Rights. Except as may otherwise required by applicable law, the holder of each share of Series A Preferred Stock shall have the right to 1.25 votes for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of the shares of Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation at the same time and in the same manner as notice is given to all other shareholders entitled to vote at such meetings.

3.2 Election of Directors. So long as any shares of Series A Preferred Stock remain outstanding, the holders of the Series A Preferred Stock, voting as a separate class, shall have the right to elect one (1) director of the Corporation (the "Series A Director"), the holders of the shares of Common Stock, voting as a separate class, shall be entitled to elect one (1) director of the Corporation (the "Common Director"), and the remaining directors of the Corporation shall be elected by the majority of the holders of Series A Preferred Stock (on an as-converted basis) and the Common Stock, voting together as a single class (the "At Large Directors"). So long as any shares of Series A Preferred Stock remain outstanding, if any Series A Director should cease to be a director of the Corporation for any reason, the vacancy shall only be filled by the vote or written consent of the holders of the outstanding shares of Series A Preferred Stock, voting together as a separate class, in the manner and on the basis specified above.

4. Conversion Rights. The holders of Series A Preferred Stock shall have the following rights and be subject to the following obligations with respect to the conversion of such shares into shares of Common Stock:

4.1 Voluntary Conversion. Subject to and in compliance with the provisions of this Section 4, any shares of the Series A Preferred Stock may, at the option of the holder thereof, be converted at any time and from time to time into fully-paid and non-assessable shares of Common Stock at an initial conversion rate of 1 share of series A preferred into 1.125 of common stock, subject to adjustment for stock splits, stock dividends, recapitalizations, reclassifications and the like.

4.2 Mandatory Conversion. The Series A Preferred Stock shall be automatically converted into Common Stock, at an initial conversion rate of 1 share of series A preferred into 1.125 of common stock, in the event of (a) an underwritten public offering of the shares of Common Stock at a public offering price that would value the

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Corporation at not less than Three Dollars (\$3.00) per share in an offering of not less than Ten Million Dollars (\$10,000,000.00) or (b) the vote of the holders of two-thirds of the outstanding shares of Series A Preferred Stock.

4.3 Mechanics of Conversion. In order for a holder of Series A Preferred Stock to convert shares into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock or affidavit of loss with respect thereto (against appropriate security therefor), at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his or its attorney duly authorized in writing. The date of receipt of such certificates or affidavit of loss and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date ("Conversion Date"). The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver at such office to such holder of the Series A Preferred Stock, or to his or its nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with any accrued and unpaid dividends. The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock. On the Conversion Date, all shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor.

5. Restrictions and Limitations on Corporate Action. Without the prior written consent of the Series A Director, which consent will not be unreasonably withheld, conditioned or delayed, the Corporation shall not agree to and the Board of Directors will not:

- (i) Amend, alter or repeal the preferences, special rights or other powers of the Series A Preferred Stock;
- (ii) Authorizes the issuance of securities having preferences over or being on a parity with the Series A Preferred Stock;

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(iii) Increase or decrease the number of authorized shares of Series A Preferred Stock;

(iv) Redeem shares of the Corporation (excluding Common Stock repurchased upon termination of an officer, employee or director or consultant pursuant to a restricted stock purchase agreement);

(v) Create any new class or series of stock, or any other equity securities, or any other securities convertible into equity securities of the Corporation, in any of the foregoing cases having a preference over, or being on a parity with, the Series A Preferred Stock;

(vi) Any reorganization, consolidation or merger of the company with another entity in which more than 50% of the voting power of the company is transferred;

(viii) Amend or waive any provision of the Amended and Restated Articles of Incorporation or the bylaws of the Corporation;

(ix) Authorize payment of any dividends, distributions or similar action;

(x) Approve of the Corporation's annual capital expenditure budget;

(xi) Approve of the Corporation's annual performance budget;

(xiii) Create a subsidiary other than a wholly-owned subsidiary;

(xiv) Create, incur, guarantee, assume, and suffer to exist or issue any indebtedness, if the principal amount thereof exceeds \$250,000;

(xv) Incur any lien upon any of its property or revenues in excess of \$250,000;

6. **Redemption.** The Series A Preferred Stock shall not be redeemable.

C. **Common Stock.**

1. **Priority.** All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the Common Stock are expressly made subject to and subordinate to those that may be fixed with respect to the Series A Preferred Stock.

2. **Voting Right.** Each holder of record of Common Stock shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the

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Corporation. Except as otherwise required by law or as otherwise expressly provided in these Articles, the holders of Common Stock shall vote together with the holders of the Series A Preferred as a single class on all matters submitted to shareholders for a vote.

3. **Dividends.** Subject to provisions of law and these Articles, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. **Liquidation.** Upon any Liquidation of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Series A Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

ARTICLE VII **DIRECTORS**

The number of directors of the Corporation shall be fixed from time to time by the Board of Directors, provided that such number shall not be less than three (3) nor more than seven (7).

ARTICLE VIII **INDEMNIFICATION**

The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or 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. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination in the manner provided by law that indemnification of the director, officer, employee or agent is proper under the circumstances. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him/her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees) in any action, suit or proceeding, or in connection with any appeal therein, judgments, fines and amounts paid in settlement, and in the manner provided by law any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expense to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the

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Corporation may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

To the extent permitted by law, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

These Amended and Restated Articles of Incorporation hereby supersede the original Articles of Incorporation and all amendments thereto and have been duly adopted by a unanimous resolution of the Board of Directors and the holders of all of the issued and outstanding shares of Common Stock of the Corporation, effective as of the 6th day of January, 2006.

IN WITNESS WHEREOF, Anderson Trading Corporation has caused these Amended and Restated Articles of Incorporation to be signed by Raul J. Gutierrez, its President and Chief Executive Officer, on the 6th day of January, 2006.

ANDERSON TRADING CORPORATION

By: 

Raul J. Gutierrez, President & Chief Executive Officer