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REAL MORTGAGE SYSTEMS, INC.

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**AMENDMENT NO. 1
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REAL MORTGAGE SYSTEMS, INC.**

**DESIGNATION OF
POWERS, PREFERENCES AND RIGHTS OF
8% SERIES A CUMULATIVE EXCHANGEABLE PREFERRED STOCK,
PAR VALUE \$0.001 PER SHARE**

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Real Mortgage Systems, Inc., a Florida corporation (the "Corporation") organized and existing under the Florida Business Corporations Act Chapter 607, Florida Statutes (2005), as amended ("FBCA") hereby certifies as follows:

1. On September 15, 2005, Articles of Incorporation for the Corporation were filed with the Secretary of State of the State of Florida. The corporation was assigned document number P05000127693.
2. On August 2, 2006, Amended and Restated Articles of the Incorporation were filed with the Secretary of State of the State of Florida. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended to read as provided below.
3. The Amended and Restated Articles of Incorporation of the Corporation authorizes the issuance of 10,000,000 shares of preferred stock, par value \$0.0001 per share, and expressly vests in the Board of Directors of the Corporation (the "Board") the authority to issue any or all of such shares in one or more series by resolution, to establish from time to time the number of shares to be included in such series and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of each series to be issued.
4. The Board, pursuant to the authority expressly vested in it pursuant to the Amended and Restated Articles of Incorporation, adopted a resolution to create a series of preferred stock to be designated as "8% Series A Cumulative Convertible Preferred Stock" and to fix the designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions thereof, as provided herein.

Pursuant to the FBCA the following is adopted as Amendment No. 1 to the Amended and Restated Articles of Incorporation of the Corporation:

Article V of the Amended and Restated Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

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ARTICLE V
CAPITAL STOCK

1. Authorized Capital. The Corporation shall have authority to issue 20,000,000 shares of capital stock of which 4,000,000 shares shall be voting common stock, par value \$.0001 per share ("Voting Common Stock"), 6,000,000 shares shall be non-voting common stock, par value \$.0001 per share ("Non-voting Common Stock") and collectively with the Voting Common Stock shall be referred to as the "Common Stock") and 10,000,000 shares shall be preferred stock, par value \$.0001 per share, of which 1,000,000 shares shall be designated as "8% Series A Cumulative Convertible Preferred Stock" with the rights and preferences provided herein (the "Series A Preferred Stock") and 9,000,000 shares shall be available for issuance and designation by the Board as provided herein (the "Authorized Preferred Stock" and collectively with the Series A Preferred Stock the "Preferred Stock").

2. Voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Voting Common Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock and the Non-voting Common Stock are expressly made pari passu to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock or Preferred Stock.

(c) Relative Rights of Preferred Stock and Voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of Preferred Stock.

(d) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Voting Common Stock shall be entitled to one vote per share.

(e) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock. Notwithstanding the foregoing, so long as any shares of Preferred Stock ranking senior to the Common Stock as to dividends are outstanding, no dividends or distributions (including redemptions) may be paid on the Common Stock unless all dividends on such Preferred Stock shall have been paid.

(f) Conversion. The holders of shares of Voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(g) Redemption. Holders of Voting Common Stock have no redemption or preemptive rights and are not liable for calls or assessments, but may be subject to redemption under the terms of separate agreements.

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(b) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (b).

3. Non-voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Non-voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Voting Common Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock and the Non-voting Common Stock are expressly made pari passu to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock or Preferred Stock.

(c) Relative Rights of Preferred Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Non-voting Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of Preferred Stock.

(d) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Non-voting Common Stock shall not be entitled to vote.

(e) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock. Notwithstanding the foregoing, so long as any shares of Preferred Stock ranking senior to the Common Stock as to dividends are outstanding, no dividends or distributions (including redemptions) may be paid on the Common Stock unless all dividends on such Preferred Stock shall have been paid.

(f) Conversion. The holders of shares of Non-voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(g) Redemption. Holders of Non-voting Common Stock have no redemption or preemptive rights and are not liable for calls or assessments, but may be subject to redemption under the terms of separate agreements.

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(h) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (h).

4. Series A Preferred Stock

(a) Designation and Amount. 1,000,000 shares of the 10,000,000 authorized shares of Preferred Stock are designated as shares of "8% Series A Cumulative Convertible Preferred Stock" (the "Series A Preferred Stock").

(b) Voting Rights. Except as provided in this Section, the holders of record of the Series A Preferred Stock (the "Series A Holders") shall have no voting power whatsoever except to the extent otherwise expressly provided by the FBCA, and no Series A Holder shall vote or otherwise participate in any proceeding in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders. The Series A Holders shall have the right to vote the Series A Preferred Stock as one class together on the election of one individual as a member of the Board as more specifically provided in a definite voting agreement entered into among the Corporation and Series A Holders.

(c) Dividends.

(i) The Series A Holders shall be entitled to receive, out of legally available funds, cumulative dividends on the Series A Preferred Stock at a rate equal to 8% per annum per share (the "Series A Dividend Rate"), payable quarterly in arrears in cash.

(ii) All dividends shall accrue on any given share of Series A Preferred Stock from the most recent date on which a dividend has been paid with respect to such share of Series A Preferred Stock or, if no dividends have been paid, from the date of original issuance of such share of Series A Preferred Stock ("Series A Original Issue Date"). All dividends shall accrue from day to day, whether or not declared, based on the actual number of days elapsed and shall be payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year (each a "Dividend Payment Date"), commencing on August 31, 2006; *provided*, that if a Dividend Payment Date is not a business day, then the dividend shall be payable on the first immediately succeeding business day. Dividends shall be paid to the holders of record of the Series A Preferred Stock as their names appear on the stock transfer records of the Corporation on the date (the "Record Date") designated by the Board as the date of record for the payment of such dividend; and, *further provided*, that such Record Date may not precede the date upon which the resolution fixing the Record Date is adopted and may not be more than sixty (60) days prior to the Dividend Payment Date.

(iii) No dividends may be paid or set apart for such payment on any shares of Common Stock and no Common Stock may be repurchased or otherwise retired for value nor may funds be set apart for payment with respect thereto, if dividends have not been paid in full on the Series A Preferred Stock as provided in this Section.

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(d) Rank. The Series A Preferred Stock shall rank senior to all shares of Common Stock, as to any distribution of assets upon any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

(e) Liquidation Preference.

(i) If any Distribution, occurs, the Series A Holders shall be entitled to receive, prior and in preference to any Distribution to the holders of the Common Stock, an amount per share equal to the original issue price of the Series A Preferred Stock (the "Series A Original Issue Price"), together with unpaid and accrued dividends (whether or not earned or declared) on the Series A Preferred Stock. If upon any such Distribution, and after payment in full of any amounts due the creditors of the Corporation, the assets available to be distributed to the Series A Holders shall be insufficient to pay to the Series A Holders the full preferential amounts due to the Series A Holders, then the entire assets of the Corporation legally available for distribution shall be distributed among the Series A Holders pro rata.

(ii) Upon the completion of the Distribution to Series A Holders as required, if assets remain in the Corporation, they shall be distributed to holders of Common Stock in accordance with the Articles of Incorporation, as amended, of the Corporation.

(f) Conversion Rights.

(i) Mandatory Conversion by Corporation. The Corporation shall cause all of the outstanding shares of Series A Preferred Stock to be converted into shares of Voting Common Stock at any time if: (a) there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization or other similar event or there occurs a sale of all or substantially all of the Corporation's assets; or (b) the Corporation conducts an initial public offering of shares of Voting Common Stock at a price per share greater than the Series A Original Issue Price. Each share of Series A Preferred Stock shall be, on the happening of the above listed events, subject to conversion into one share of Voting Common Stock. The Corporation shall give thirty (30) days notice of its intent to convert in accordance with this Section. After the receipt of such notice, each Series A Holder shall surrender to the Corporation the duly endorsed certificate evidencing the shares of Series A Preferred Stock owned by such holder. The Corporation shall, as soon as practicable after receipt of such certificate, issue and deliver to such holder a certificate evidencing the number of shares of Voting Common Stock to which such holder shall be entitled. 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 Voting Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Voting Common Stock on such date.

(ii) Optional Conversion by Series A Holders. The Series A Holders may, at their option, cause the Corporation to convert their shares of Series A Preferred Stock into shares of Voting Common Stock as follows:

(A) Right to Convert. At any time after the 5th anniversary of the date of issuance of shares of Series A Preferred Stock, each share of Series A Preferred Stock shall be convertible into shares of Voting Common Stock by the Corporation, without the payment of any additional consideration, at the option of the Series A Holder thereof, into the number of fully paid and nonassessable shares of Voting Common Stock which results from dividing the Series A Original Issue Price by the conversion value per share in effect for each share of Series A Preferred Stock (the "Series A Conversion Value") at the time of conversion. The Series A Conversion Value shall initially be equal to an amount equal to the sum of (a) the Series A Original Issue Price and (b) 8% of the Series A Original

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Issue Price and shall be subject to adjustment from time to time as provided herein. The number of shares of Voting Common Stock into which a share of Series A Preferred Stock is convertible is hereinafter referred to as the "Series A Conversion Rate."

(B) Mechanics of Conversion. Before any Series A Holder shall be entitled to convert shares of Series A Preferred Stock into shares of Voting Common Stock and to receive certificates therefor, such holder shall surrender the certificate therefor, duly endorsed, to the Corporation at the offices of the Corporation, and shall give written notice to the Corporation at such office that such holder elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder a certificate evidencing the number of shares of Voting Common Stock to which such holder shall be entitled. 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 entitled to receive the shares of Voting Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Voting Common Stock on such date.

(iii) Fractional Shares. No fractional shares of Voting Common Stock shall be issued upon conversion of Series A Preferred Stock, but the number of shares of Voting Common Stock shall be rounded up or down to the nearest whole number.

(iv) Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issuance or delivery of shares of Voting Common Stock upon conversion of shares of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involving the issuance and delivery of shares of Voting Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(v) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Voting Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of shares of Voting Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock. If at any time the number of authorized but unissued shares of Voting Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Voting Common Stock to such number of shares as shall be sufficient for such purposes.

(g) Adjustments to Series A Conversion Value.

(i) No Adjustment of Conversion Value. No adjustment in the Series A Conversion Value shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued by the Corporation is less than the Series A Conversion Value in effect on the date of, and immediately prior to, such issue. "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation after the Series A Original Issue Date, other than shares of Common Stock issued or issuable:

(A) upon conversion of shares of Series A Preferred Stock;

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(B) to officers, directors or employees of, or financial advisors or other consultants to, the Corporation pursuant to a written stock grant, option plan or purchase plan or other employee stock incentive program (a "Plan") or pursuant to any acquisition, financing or other written agreement so long as any such Plan or written agreement has been approved by the Board; or

(C) as a dividend or distribution on the Common Stock or the Preferred Stock.

(ii) Deemed Issuance of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Preferred Stock ("Options") or any evidences of indebtedness, shares (other than Common Stock or Preferred Stock) or other securities convertible into or exchangeable for Common Stock ("Convertible Securities") then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue provided, that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share of such Additional Shares of Common Stock would be less than the Series A Conversion Value in effect on the date of and immediately prior to such issue, and provided, further, that in any case in which Additional Shares of Common Stock are deemed to be issued:

(A) no further adjustment in the Series A Conversion Value shall be made upon the subsequent issue of shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or any increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A Conversion Value computed upon the original issue of such Options or Convertible Securities and any subsequent adjustments based thereon shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; and

(C) on the expiration or cancellation of any Options or the termination of the right to convert or exchange any Convertible Securities which shall have not been exercised, if the Series A Conversion Value shall have been adjusted upon the original issuance of such Options or Convertible Securities or shall have been subsequently adjusted pursuant to clause (B) above, the Series A Conversion Value shall be recomputed as if the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issuance of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, if any, or for the issuance of all such Convertible Securities, whether or not actually converted or exchanged, plus the consideration actually received by the Corporation upon such conversion or exchange, if any.

(iii) Adjustment of Series A Conversion Value Upon Issuance of Additional Shares of Common Stock. If the Corporation shall issue Additional Shares of Common Stock without consideration or for a consideration per share less than the Series A Conversion Value in effect on the date of and immediately prior to such issuance, then and in such event, the Series A Conversion Value shall be reduced, concurrently with such issuance, to a price (calculated to the nearest one cent) determined by dividing (A) an amount equal to the sum of (w) the number of shares of Common Stock

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outstanding immediately prior to such issue (determined on a fully-diluted basis; i.e., treating as issued and outstanding all shares of Common Stock issuable upon exercise, exchange or conversion of all outstanding options (to the extent then vested or exercisable), warrants or other securities exercisable or exchangeable for or convertible into, directly or indirectly, shares of Common Stock) multiplied by the then existing Series A Conversion Value, plus (x) the consideration, if any, received by the Corporation (or deemed to have been received by this corporation) upon such issue of Additional Shares of Common Stock, by (B) the sum of (Y) the number of shares of the Corporation's Issued and outstanding Common Stock on a fully-diluted basis immediately before the issuance of such Additional Shares of Common Stock and (z) the number of shares of Additional Shares of Common Stock that were issued (or deemed to have been issued) in the transaction to which this Section applies. Notwithstanding the foregoing provisions of this Section, if the operation of the foregoing provisions shall result in a new Series A Conversion Value which is less than or equal to the price paid or deemed to have been paid for such Additional Shares of Common Stock (the "Additional Shares Issue Price"), then the new Series A Conversion Value shall be the amount which is \$0.001 more than the Additional Shares Issue Price. If such Additional Shares of Common Stock are issued for no consideration, then the Additional Shares Issue Price shall be deemed to be \$0.001.

(iv) Adjustment to the Conversion Rate due to Stock Split, Stock Dividend or Other Similar Event. If, prior to the conversion of all the Series A Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend or other similar event, the Series A Conversion Value shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Series A Conversion Value shall be proportionately increased.

(v) Adjustment Due to Consolidation, Merger, Exchange of Shares, Recapitalization, Reorganization or Other Similar Event. If, prior to the conversion of all the Series A Preferred Stock, (i) there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization or other similar event, as a result of which shares of Common Stock of this corporation shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of this corporation or another entity, or (ii) there occurs a sale of all or substantially all of the Corporation's assets that is not deemed to be a liquidation, dissolution or winding up of this corporation, then the Series A Holders thereafter shall have the right to receive upon conversion of the shares of Series A Preferred Stock held by them, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, (i) such stock, securities and/or other assets which the Series A Holders would have been entitled to receive in such transaction had the Series A Preferred Stock, together with all unpaid and accrued dividends thereon (whether or not earned or declared), been converted immediately prior to such transaction, and in any such case appropriate provisions shall be made with respect to the rights and interests of the Series A Holders to the end that the provisions hereof (including, without limitation, provisions for the adjustment of the Series A Conversion Value and the Series A Conversion Rate) shall thereafter be applicable, as nearly as may be practicable in relation to any securities thereafter deliverable upon the exercise hereof.

(vi) Certificates as to Adjustments. Upon each adjustment or readjustment of the Series A Conversion Value, the Corporation, at its expense, promptly shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred a certificate of the Corporation setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon 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 (i) such adjustments and readjustments, (ii) the then effective Series A Conversion Value, and (iii) the number of shares of Common Stock and the amount, if any, of

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other property which at the time would be received upon the conversion of each share of such Series A Preferred Stock.

(h) Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by the FBCA) of a majority of the Series A Holders:

(i) alter or change the rights, preferences or privileges of the Series A Preferred Stock, including, but not limited to, the creation or authorization of securities which rank senior to the Series A Preferred Stock;

(ii) increase the size of the authorized number of Series A Preferred Stock; or

(iii) do any act or thing not authorized or contemplated by the Articles of Incorporation which would result in taxation of the Series A Holders under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

5. Authorized Preferred Stock. The Board is expressly authorized to provide for the issuance of all or any shares of Authorized Preferred Stock, if any, in one or more classes or series, and to fix for each such class or series such voting powers limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issuance of such class or series and as may be permitted by the FBCA, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

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IN WITNESS WHEREOF, this Amendment No. 1 to Amended and Restated Articles of Incorporation of Real Mortgage Systems, Inc. have been duly adopted by the Board of Directors of this corporation and have been duly executed as the act and deed of this corporation by its Secretary thereunto duly authorized this 27th day of September 2006.

REAL MORTGAGE SYSTEMS, INC.



By: _____

Name: Kim D. Thorpe

Title: Corporate Secretary