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**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INNOVATION HR, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Amendment to the Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is INNOVATION HR, INC.

SECOND: In accordance with Section 607.0602 of the Florida Statutes, the following amendment was duly adopted by Consent in Lieu of Meeting of the Board of Directors of the Corporation dated as of May 31, 2007, in the manner prescribed by applicable law. The amendment was adopted by the Board of Directors without shareholder action and shareholder approval was not required.

RESOLVED, that Article IV of the Corporation's Amended and Restated Articles of Incorporation be, and hereby is, amended to add the following Section (c):

ARTICLE IV

(c) *Series A Preferred Stock.* The first series of Preferred Stock shall be designated as Series A (the "Series A Shares"), shall be comprised of up to Six Million (6,000,000) shares of Preferred Stock, and shall have the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations, restrictions and other distinguishing characteristics as follows:

Part 1 - Voting and Pre-emptive Rights

1.1 Except as otherwise provided herein, in the bylaws of the Company or the Florida Statutes, the holders of Series A Shares, by virtue of their ownership thereof, shall be entitled to vote on any matter submitted to the Company's shareholders. The holders of the Series A Shares will have the same number of votes on such matters as if they had converted their Series A Shares into Common Stock. In addition, the holders of the Series A Shares will have the right to vote on certain matters affecting the rights of holders of the Series A Shares. The affirmative majority vote of the holders of the outstanding Series A Shares, together with the holders of any shares of any other series of preferred stock outstanding, voting as a class, shall be required to authorize any amendment to these Articles of Incorporation or the bylaws which would adversely affect the holders of the preferred stock outstanding or authorize any additional class of stock equal to, senior to, or ranking prior to the outstanding preferred stock with respect to dividends or distributions of assets on liquidation. The affirmative vote

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of a majority of the outstanding Series A Shares, voting separately from any other series of preferred stock, shall be required to amend these Articles of Incorporation or the bylaws so as to adversely affect the rights, powers or preferences of the Series A Shares, including, without limitation, any action that would (i) increase or decrease the par value of the Series A Shares; (ii) effect an exchange, reclassification or cancellation of all or part of the Series A Shares; (iii) effect an exchange, or create a right of exchange, of all or any part of the shares of another class into the Series A Shares; (iv) change the Series A Shares into the same or a different number of shares either with or without par value, of the same class or another class or classes; or (v) cancel or otherwise affect dividends on the Series A Shares which have accrued but have not been declared. The creation or issuance of any other series of existing authorized preferred stock ranking on a parity with the Series A Shares as to dividends, distribution of assets on liquidation shall not be deemed to adversely affect the rights of the Series A Shares, but any increase in the amount of authorized preferred stock or creation of a new class of preferred stock ranking superior in rights and privileges to the Series A Shares shall be considered to affect adversely the rights of the Series A Shares. The Series A Shares shall be entitled to vote as a class, together with the holders of any shares of any other series of preferred stock outstanding, on any additional matters required to be submitted to the shareholders under the Florida Statutes.

1.2 The holders of Series A Shares shall have pre-emptive rights, for a period of 15 days after written notice of proposed sale, to purchase any equity securities on the same terms and conditions that the Company proposes to offer to third parties. If the holder fails to exercise his pre-emptive right, he will lose such right on any future offerings. The pre-emptive rights will expire if the Company becomes publicly held or commences an initial public offering or an alternate public offering.

Part 2 - Liquidation Rights

2.1 If the Company is voluntarily or involuntarily liquidated, dissolved or wound up at any time when any Series A Shares shall be outstanding, the holders of the then outstanding Series A Shares shall have a preference in distribution of the Company's property available for distribution to the holders of the Common Stock equal to \$0.50 per Series A Share, together with an amount equal to all unpaid dividends accrued thereon, if any, to the date of payment of such distribution before any distribution is made to the holders of Common Stock or any other class or series of preferred stock which the Company issues subsequent to the issuance of the Series A Shares.

2.2 The holders of the Series A Shares shall share ratably with the holders of any other series of preferred stock in any other distribution of other assets of the Company. No payment on account of such liquidation or dissolution or winding up of the affairs of the Company shall be made to the holders of any other series of preferred stock ranking on parity with the Series A Shares in

respect of the distribution of assets, unless there shall likewise be paid at the same time to the holders of the Series A Shares like proportionate distributive amounts, ratably, in proportion to the full distributive amounts to which they and the holders of such parity stock are respectively entitled with respect to such preferential distribution.

2.3 After payment of the full amount of the liquidating distribution to which the holders of the Series A Shares are entitled pursuant to Sections 2.1 and 2.2, the holders of the Series A Shares shall not be entitled to any further participation upon any distribution of assets of the Company, except that the holders of Series A Shares will also receive any liquidation distributions payable to the holders of Common Stock as if they had converted their Series A Shares into Common Stock immediately prior to such event.

2.4 The foregoing liquidation rights shall not be operative in the event of (i) any consolidation or merger of the Company with or into any other corporation; (ii) any dissolution, liquidation, winding up or reorganization of the Company immediately followed by reincorporation of a successor corporation or creation of a successor partnership; or (iii) a sale or other disposition of all or substantially all of the Company's assets to another corporation or a partnership if, in each case, effective provision is made in the certificate of incorporation of the resulting or surviving corporation or the articles of partnership of the resulting partnership or otherwise, for the protection of the rights of the holders of the Series A Shares.

Part 3 - Dividends

3.1 Holders of record of Series A Shares shall be entitled to receive dividends, out of funds legally available therefor and to the extent permitted by law, at a cumulative annual rate per share of seven and one half percent (7.5%) per annum on their shares, or \$0.0375 per Series A Share commencing on the date of issuance.

3.2 Dividends shall be payable in arrears as set forth below at the rate of \$0.01875 per Series A Share semi-annually on the last day of June and December after issuance to the holders of record of the Series A Shares as they appear in the securities register of the Company on such record dates not more than sixty (60) nor less than ten (10) days preceding the foregoing payment dates.

3.3 Dividends will accrue and be payable at the option of the holder in restricted shares of Common Stock or cash. Holders of the Series A Shares will receive any dividends declared on the Common Stock as if they had converted their Series A Shares into Common Stock immediately prior to the payment of such dividend. The price of the Common Stock issuable in payment of the dividends will be valued at the current market price, which is the average of the bid and ask prices of shares of the Company's Common Stock for the five trading days prior to payment of the dividend, or at a price of \$0.50 per share, if an active

trading market for the Company's Common Stock has not yet developed. For dividend payment purposes, the Series A Shares will be valued at \$0.50 per share. The Company shall provide written notice to the holders of the Series A Shares at least ten (10) days prior to the record date to determine whether the holder desires to receive the dividend in shares of Common Stock or in cash. Such notice will include a calculation of the semi-annual dividend due to the holders of the Series A Shares. The holder will have a period of ten (10) days from the record date to inform the Company in writing of the holder's decisions to receive cash or shares of Common Stock. Within twenty (20) days of the record date, the Company will instruct the transfer agent for its Common Stock to issue shares of Common Stock, or will pay the dividend in cash.

3.4 The dividends on the Series A Shares, when declared, shall be cumulative. No dividends or other distributions shall be paid or set aside for payment on the Common Stock until full cumulative dividends on all outstanding preferred stock, including the Series A Shares, shall have been paid or declared and set aside for payment and until any sinking fund obligations for redemption of any other series of preferred stock shall have been fully paid or declared and set apart for payment. The dividends on the Series A Shares shall be declared prior to declaration of any dividends on the Common Stock or on any other series of preferred stock issued after the Series A Shares.

3.5 To the extent no surplus or net profits of the Company are available to pay dividends, no dividends may be paid by the Company on the Series A Shares. Any dividends not paid will accrue. No interest will be paid on any accrued but unpaid dividends.

Part 4 - Redemption

4.1 The Series A Shares are redeemable, at the option of the Company, in whole or in part, on or after the first anniversary of the date of issuance, plus all accrued but unpaid dividends, on the following basis:

4.1.1 \$0.55 per Series A Share on and after the first anniversary of the date of issuance through the second anniversary of the date of issuance;

4.1.2 \$0.60 per Series A Share after the second anniversary of the date of issuance through the third anniversary of the date of issuance; and

4.1.3 \$0.65 per Series A Share after the third anniversary of the date of issuance.

The Company may only offer redemption to the holders of the Series A Shares if there is an effective registration statement respecting the Common Stock underlying the Series A Shares and the average of the closing bid and ask price of

the Company's Common Stock for the twenty (20) trading days prior to the Redemption Date (as defined below) is at least \$0.75 per share.

4.2 If the Company elects to redeem Series A Shares pursuant to this Part 4, the Company shall mail written notice (the "Redemption Notice") to each holder of record of Series A Shares at least fifteen (15) but not more than thirty (30) days prior to any date stipulated by the Company for the redemption of Series A Shares (the "Redemption Date"). The Redemption Notice shall state (i) the Redemption Date of such Series A Shares; (ii) the number of Series A Shares to be redeemed from the holder to whom the Redemption Notice is addressed; (iii) instructions for surrender to the Company, in the manner and at the place designated of a share certificate or share certificates representing the number of Series A Shares to be redeemed from such holder; and (iv) instructions as to how to specify to the Company the number of Series A Shares to be redeemed as provided in this Part 4 and the number of Series A Shares to be converted into Common Stock as provided in Part 5 hereof.

4.3 Upon receipt of the Redemption Notice, each holder will have the option, for a period of thirty (30) days, to decide whether to accept the redemption or to convert all or a part of his or her Series A Shares into shares of Common Stock. If fewer than all of the Series A Shares are to be redeemed, the Series A Shares to be redeemed shall be determined on a pro rata basis.

4.4 On or before the Redemption Date in respect of any Series A Shares, each holder of such shares shall surrender the required certificate or certificates representing such Series A Shares to the Company, in the manner and at the place designated in the Redemption Notice, and upon the Redemption Date, the Redemption Price for such Series A Shares shall be made payable, in the manner provided in Section 5.5 hereof, to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired. If a certificate is surrendered and all the Series A Shares evidenced thereby are not being redeemed, as described below, the Company shall cause the Series A Shares that are not being redeemed to be registered in the names of the persons whose names appear as the owners on the respective surrendered certificate(s) and deliver a new certificate(s) to such person representing the number of Series A Shares not being surrendered for redemption.

Part 5 - Conversion

5.1 Upon issuance, the Series A Shares are convertible, at the option of the holder, into Common Stock at a price of \$0.50 per Share ("Conversion Price"). Each Series A Share shall be valued at \$0.50 per Share ("Value"), and, if converted, each Series A Share shall be converted into the number of shares of Common Stock (the "Conversion Shares") which is obtained by dividing the aggregate Value of the Series A Shares being so converted by the Conversion Price, subject to adjustment under the provisions of this Part 5.

5.2 The conversion right granted by Section 5.1 hereof may be exercised only by a holder of Series A Shares (an "Eligible Holder"), in whole or in part, by the surrender of the certificate or certificates representing the Series A Shares to be converted at the principal office of the Company (or at such other place as the Company may designate in a written notice sent to the holder by first-class mail, postage prepaid, at its address shown on the books of the Company) against delivery of that number of whole shares of Common Stock as shall be computed by dividing the aggregate Value of the Series A Shares so surrendered by the Conversion Price in effect at the date of the conversion. At the time of conversion of a Series A Share, the Company shall pay in cash to the holder thereof an amount equal to all unpaid dividends, if any, accrued thereon to the date of conversion, or, at the Company's option, issue that number of whole shares of Common Stock equal to the amount of such unpaid dividends divided by the Conversion Price, whether or not such dividends have been declared by the Board. Each Series A Share certificate surrendered for conversion shall be endorsed by its holder. In the event of any exercise of the conversion right of the Series A Shares granted herein (i) certificates representing the shares of Common Stock purchased by virtue of such exercise shall be delivered to such holder within three (3) business days of notice of conversion, and (ii) unless the Series A Shares have been fully converted, a new certificate representing the Series A Shares not so converted, if any, shall also be delivered to such holder within three (3) business days of notice of conversion. Any Eligible Holder may exercise its right to convert the Series A Shares by telecopying an executed and completed notice of conversion ("Notice of Conversion") to the Company, and within seventy-two (72) hours thereafter, delivering the original Notice of Conversion and the certificate representing the Series A Shares to the Company by express courier. Each date on which a Notice of Conversion is telecopied to and received by the Company in accordance with the provisions hereof shall be deemed a conversion date. The Company will transmit the Common Stock certificates issuable upon conversion of any Series A Shares, together with the certificates representing the Series A Shares not so converted, to the Eligible Holder via express courier within three business days after the conversion date if the Company has received the original Notice of Conversion and certificates respecting the Series A Shares being so converted by such date.

5.3 All Common Stock that may be issued upon conversion of Series A Shares will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issue thereof. At all times that any Series A Shares are outstanding, the Company shall have authorized and shall have reserved for the purpose of conversion into Common Stock of all Series A Shares then outstanding at the then effective Conversion Price. Without limiting the generality of the foregoing, if, at any time, the Conversion Price is decreased, the number of shares of Common Stock authorized and reserved for issuance upon the conversion of the Series A Shares shall be proportionately increased.

5.4 The number of shares of Common Stock issued upon conversion of Series A Shares and the Conversion Price shall be subject to adjustment from time to time upon the happening of certain events, as follows:

5.4.1 In the case of any amendment to these Articles of Incorporation to change the designation of the Common Stock or the rights, privileges, restrictions or conditions in respect of the Common Stock or division of the Common Stock into series, the rights of the holders of the Series A Shares shall be adjusted so as to provide that upon conversion thereof the holder of the Series A Shares being converted shall procure, in lieu of each share of Common Stock theretofore issuable upon such conversion, the kind and amount of shares, other securities, money and property receivable upon such designation, change or division by the holder of one share of Common Stock issuable upon such conversion had conversion occurred immediately prior to such designation, change or division. The Series A Shares shall be deemed thereafter to provide for adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for in this Part 5. The provisions of this subsection 5.4.1 shall apply in the same manner to successive reclassifications, changes, consolidations and mergers.

5.4.2 If the Company, at any time while any of the Series A Shares are outstanding, shall amend these Articles of Incorporation so as to change the Common Stock into a different number of shares, the Conversion Price shall be proportionately reduced, in case of such change increasing the number of shares of Common Stock, as of the effective date of such increase, or if the Company shall take a record of holders of its Common Stock for the purpose of such increase, as of such record date, whichever is earlier, or the Conversion Price shall be proportionately increased, in the case of such change decreasing the number of shares of Common Stock, as of the effective date of such decrease or, if the Company shall take a record of holders of its Common Stock for the purpose of such decrease, as of such record date, whichever is earlier.

5.4.3 If the Company, at any time while any of the Series A Shares are outstanding, shall pay a dividend payable in Common Stock, the Conversion Price shall be adjusted, as of the date the Company shall take a record of the holders of its Common Stock for the purpose of receiving such dividend (or if no such record is taken, as of the date of payment of such dividend), to that price determined by multiplying the Conversion Price therefor in effect by a fraction (i) the numerator of which shall be the total number of shares of Common Stock outstanding immediately prior to such

dividend, and (ii) the denominator of which shall be the total number of shares of Common Stock outstanding immediately after such dividend (plus, in the event that the Company paid cash for fractional shares, the number of additional shares which would have been outstanding had the Company issued fractional shares in connection with said dividend).

5.5 No fractional shares of Common Stock shall be issued in connection with any conversion of Series A Shares, but in lieu of such fractional shares, the Company shall make a cash payment therefor equal in amount to the product of the applicable fraction multiplied by the Conversion Price then in effect.

5.6 No Series A Shares which have been converted into Common Stock shall be reissued by the Company; *provided, however*, that each such Series A Share, after being retired and canceled, shall be restored to the status of an authorized but unissued share of Preferred Stock without designation as to series and may thereafter be issued as Preferred Stock not designated a Series A Share.

Part 6 - Parity Among Series A Shares

6.1 If any cumulative dividends or accounts payable or return of capital in respect of any outstanding Series A Shares and any parity securities are not paid in full, the owners of all of the Series A Shares shall participate ratably in respect of accumulated dividends and return of capital.

Part 7 - Registration Rights

7.1 Provided, the Company becomes a publicly held company, the Company will file a registration statement to register the Conversion Shares and shares of Common Stock issuable upon exercise of the Common Stock Purchase Warrant (the "Warrant") issued concurrently with the Series A Shares under the Securities Act of 1933, as amended (the "Act"), and applicable state securities laws within a reasonable period following the Company becoming publicly held.

7.2 The Company hereby grants to the holders of Series A Shares and the Common Stock Purchase Warrants issued concurrently with the Series A Shares under the Securities Act of 1933, as amended (the "Act"), and applicable state securities laws "piggyback" registration rights with respect to any registration statement that the Company files while the Series A Shares and Warrants are outstanding. The Company will maintain the effectiveness of the registration statement, at its sole cost and expense until the holders of such shares registered thereunder can make use of Rule 144(k) under the Act to sell their shares or remove the restrictive legends from such shares. The Company will amend or supplement the registration statement as required by law and as necessary to keep it and the prospectus portion thereof from containing any untrue statements of material fact or omitting to state a material fact required to be stated

therein or necessary to make the statements therein not misleading, in order to facilitate the conversion by the holders of their Series A Shares into Common Stock. The foregoing registration rights are subject to the approval of any underwriter of a public securities offering that the Company may be undertaking at or about the time the registration rights or the holders of the Series A Shares.


Part 8 - Amendment

In addition to any requirement for a series vote pursuant to the Florida Statutes in respect of any amendment to the rights, privileges, restrictions and conditions attaching to the Series A Shares, except as provided pursuant to Part 5 hereof, the rights, privileges, restrictions and conditions attaching to the Series A Shares may be amended only if the Company has obtained the affirmative vote at a duly called and held meeting of the holders of a majority of the Series A Shares or written consent by the holders of a majority of the Series A Shares then outstanding.

[Signature Appears on Following Page.]

IN WITNESS WHEREOF, INNOVATION HR, INC. has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be executed by Stephen T. Keenan, its President, this 31st day of May, 2007.

INNOVATION HR, INC., a Florida corporation

By: 
Name: Stephen T. Keenan
Title: President