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Restated
Articles

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VIRTUAL Home, Inc.
~~PERCEPTIVE TECHNOLOGIES, LLC~~

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel White
(Name of Contact Person)

Perceptive Technologies, LLC
(Firm/ Company)

37 N ORANGE AVE SUITE 810
(Address)

ORLANDO, FL 32801
(City/ State and Zip Code)

For further information concerning this matter, please call:

Daniel White at (321) 206-5999 x 500
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE FLORIDA

RESTATED ARTICLES OF INCORPORATION

of

VIRTUAL HOME, INC.

(Amended and Restated as of January 18, 2007)

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of the Florida Business Corporations Act, the undersigned corporation adopts the following amended and restated Articles of Incorporation. These articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

NAME and PRIMARY ADDRESS

Section 1: The name of the organization is VIRTUAL HOME, INC.

Section 2: The principal office and address is 37 N. Orange Avenue, Suite 810, Orlando, Florida, 32801.

ARTICLE II

PURPOSE

The Company was founded to develop and sell state of the art, 3D modeling and rendering software applications for consumers and businesses.

ARTICLE III

PERIOD OF DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

POWERS

In furtherance of the foregoing purposes the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the Florida Business Corporations Act, as amended or by law. In addition, it may

do everything necessary, suitable, or proper for the accomplishment of any corporate purpose.

ARTICLE V

CAPITAL

The total number of shares of the capital stock which the Corporation has authority to issue is One Hundred Million (100,000,000) shares, divided into Ninety million (90,000,000) shares of common stock with no par value per share (the "Common Stock"), and ten million (10,000,000) shares of Series A Convertible Preferred Stock with a par value of \$2.00 per share (hereinafter sometimes referred to as the "Series A Convertible Preferred Stock" or the "Preferred Stock").

The aggregate number of common shares which this corporation shall have the authority to issue is Ninety Million (90,000,000), each without par value which shares shall be designated common stock. No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable. The Board of Directors may determine by a majority vote if gifts of shares will be allowed under certain circumstances.

Shares of the corporation not having a par value shall be issued for such consideration expressed in dollars as may be fixed from time to time by the vote of the director(s).

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and conditions of redemption of each class:

FIRST: In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of any Preferred Stock then outstanding shall be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to Two Dollars (\$2.00) per share plus an amount equal to all unpaid declared distributions thereon, without interest, and no more, before any amount shall be paid or any assets of the Corporation shall be distributed among the holders of the Common Stock and, if the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to the holders of the Preferred Stock, as aforesaid, then the entire assets of the Corporation available for distribution to its stockholders shall be distributed ratably among the holders of the Preferred Stock; then and thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock and the Common Stock, share and share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation within the meaning of this Article SIXTH, paragraph 1.

SECOND: Shareholders of Preferred Stock shall have no voting rights. Shareholders of Common Stock shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

THIRD: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any un-issued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, and terms or conditions of redemption of such stock.

(3) The Board of Directors shall have power, if authorized by the Articles or Bylaws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the Bylaws of the Corporation and permitted by the Florida Business Corporation Act, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(4) If the Bylaws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Florida Business Corporation Act, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(5) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for

any corporate purposes; and, subject to the Florida Business Corporation Act, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force.

FOURTH: Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (i) the amendment of these Articles of Incorporation;
- (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iii) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (iv) the participation by the Corporation in a share exchange (as defined in the Florida Business Corporation Act) as the corporation the stock of which is to be acquired; and
- (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings relating to the Corporation.

ARTICLE VI

AUTHORIZATION OF SERIES A CONVERTIBLE PREFERRED STOCK

The total number of shares of the capital stock which the Corporation has authority to issue is one hundred million (100,000,000) shares, divided into Ninety million (90,000,000) shares of common stock with no par value per share (the "Common Stock"), and Ten million (10,000,000) shares of Series A Convertible Preferred Stock with a par

value of \$2.00 per share (hereinafter sometimes referred to as the "Series A Convertible Preferred Stock" or the "Preferred Stock").

A description of the "Series A Convertible Preferred Stock", including the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications, and terms and conditions for redemption, all as set by the Board of Directors of the Corporation, is as follows:

1. Designation and Initial Number. The class of shares of Preferred Stock hereby classified shall be designated the "Series A Convertible Preferred Stock." The initial number of authorized shares of the Preferred Stock shall be Ten Million (10,000,000).

2. Distributions. Commencing on January 1, 2008, the holders of the Preferred Stock shall be entitled to receive, out of funds at the time legally available for payment of distributions in the State of Florida, a non-cumulative distribution at the rate of \$.25 per share per annum, payable semi-annually in equal installments on the first days of January and July in each year, if, as, and when determined by the Board of Directors, before any distribution shall be set apart or paid on any other capital stock for such year.

3. Redemption. The Corporation, at the option of the Board of Directors, may redeem the whole or any part of the Preferred Stock at any time outstanding, at any time or from time to time after January 1, 2008, provided that the Corporation, at any such time, shall have consummated a sale of its securities pursuant to an effective registration statement (a "Public Offering") filed with the Securities and Exchange Commission (the "SEC"), upon at least 30 days' prior written notice to the holders of record of the Preferred Stock to be redeemed, by paying a redemption price per share equal to 150% of the par value thereof, plus all accrued and unpaid distributions declared thereon, at the date fixed for redemption, without interest, in either cash or converted to common stock, for each share of Preferred Stock so redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which and the terms and conditions upon which the Preferred Stock shall be redeemed at any time and from time to time. The notice of redemption to each stockholder whose shares of Preferred Stock are to be redeemed shall specify the number of shares of Preferred Stock of such stockholder to be redeemed or converted, the date fixed for redemption or conversion, and the price at which the shares of Preferred Stock are to be redeemed or converted, and shall specify where payment of the redemption price is to be made upon surrender of such shares, shall state the conversion rate then in effect, and that conversion rights of such shares shall terminate at the closing of business on the date fixed for redemption. None of the Preferred Stock acquired by the Corporation by redemption, conversion, or otherwise shall be reissued or disposed of, but shall from time to time be retired in the manner provided by law.

4. Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the issued and outstanding Preferred Stock shall be entitled to receive for each share of Preferred Stock, before any distribution of the assets of the Corporation shall be made to the holders of any other capital stock, a dollar amount equal to the par value thereof plus all accrued and unpaid distributions declared thereon, without interest. After such payment shall have been made in full to the holders of the issued and outstanding Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the account of the holders of the issued and outstanding Preferred Stock so as to be and continue to be available therefor, then, before any further distribution of the assets of the Corporation shall be made, a dollar amount equal to that already distributed to the holders of the Preferred Stock shall be distributed pro-rata to the holders of the other issued and outstanding capital stock of the Corporation, subject to the rights of any other class of capital stock set forth in the Articles of Incorporation of the Corporation or Amendments to the Articles of Incorporation to State Terms of Series Shares filed by the Corporation. After such payment shall have been made in full to the holders of such other issued and outstanding capital stock, or funds necessary for such payment shall have been set aside in trust for the account of the holders of such other issued and outstanding capital stock so as to be and continue to be available therefor, the holders of the issued and outstanding Preferred Stock shall be entitled to participate with the holders of all other classes of issued and outstanding capital stock in the final distribution of the remaining assets of the Corporation, and, subject to any rights of any other class of capital stock set forth in the Articles of Incorporation of the Corporation or any Amendments to the Articles of Incorporation to State Terms of Series Shares filed by the Corporation, the remaining assets of the Corporation shall be divided and distributed ratably among the holders of both the Preferred Stock and the other capital stock then issued and outstanding according to the proportion by which their respective record ownership of shares of the Preferred Stock and such capital stock bears to the total number of shares of the Preferred Stock and such capital stock then issued and outstanding. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable, as aforesaid, among the holders of the Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation, a share exchange, a sale, lease, exchange or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the Corporation" within the meaning of this paragraph 4.

5. Conversion Privilege. Preferred Stock shall be convertible into Common Stock as hereinafter provided and, when so converted, shall be canceled and retired and shall not be reissued as such:

(A) Any holder of Preferred Stock may, after the passing of at least twelve (12) months from the time of purchase of the shares being converted, or upon the sale of the company, convert such Preferred Stock into Common Stock of the Corporation, by the presentation and surrender to the Corporation, of the certificates of the Preferred Stock to be so converted.

(B) Each holder of Preferred Stock shall have the right to convert such Preferred Stock on and subject to the following terms and conditions:

(i) The Preferred Stock shall be converted into Common Stock at the conversion rate, determined as hereinafter provided, in effect at the time of conversion. Unless such conversion rate shall be adjusted as hereinafter provided, the conversion rate shall be two shares of Common Stock for each share of Preferred Stock so converted.

(ii) In order to convert Preferred Stock into Common Stock, the holder thereof shall on any business day surrender at the executive offices of the Company at 37 N. Orange Avenue, Orlando, Florida, 32801 the certificate or certificates representing such shares, duly endorsed to the Corporation or in blank, and give written notice to the Corporation at said office of the number of said shares which such holder elects to convert. Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the day of such surrender for conversion, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time. As promptly as practicable on or after the date of any conversion, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock issuable upon such conversion, together with cash in lieu of any fraction of a share, as provided in subparagraph (H) of this paragraph 5, to the person or persons entitled to receive same. In case of the conversion of only a part of the shares of any holder of Preferred Stock, the Corporation shall also issue and deliver to such holder a new certificate of Preferred Stock representing the number of shares of such Preferred Stock not converted by such holder.

(C) The conversion rate as hereinabove provided shall be subject to adjustment as follows:

(i) In case the Corporation shall (a) pay a distribution in shares of its capital stock, (b) subdivide its outstanding shares of Common Stock into a greater number of shares, (c) combine its outstanding shares of Common Stock into a smaller number of shares, or (d) issue by reclassification of its shares of Common Stock any shares of its capital stock, the conversion rate in effect immediately prior thereto shall be adjusted so that the holder of a share of Preferred Stock surrendered for conversion after the record date fixing stockholders to be affected by such event shall be entitled to receive, upon conversion, the number of shares of Common

Stock which such holder would have owned or have been entitled to receive after the happening of such event had such share of Preferred Stock been converted immediately prior to the record date in the case of such dividend or the effective date in the case of any such subdivision, combination or reclassification. An adjustment made pursuant to this subparagraph 5(C)(i) shall be made whenever any of such events shall happen, but shall become effective retroactively after such record date or such effective date, as the case may be, as to shares of Preferred Stock converted between such record date or effective date and the date of happening of any such event.

(ii) In case the Corporation shall issue rights or warrants to all holders of its Common Stock entitling them to subscribe for or purchase shares of Common Stock at a price per share, which, when added to the amount of consideration received or receivable by the Corporation for such right or warrant, is less than the current market price (as hereinafter defined) per share of Common Stock at the record date mentioned below, the conversion rate shall be adjusted so that thereafter, until further adjusted, each share of Preferred Stock shall be convertible into that number of shares of Common Stock determined by multiplying the number of shares of Common Stock into which such share of Preferred Stock was theretofore convertible by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding on the date of issuance of such rights or warrants plus the number of additional shares of Common Stock issuable upon the exercise of such rights or warrants, and the denominator of which shall be the number of shares of Common Stock outstanding on the date of issuance of such rights or warrants plus the number of shares which an amount equal to the sum of (a) the aggregate exercise price of the total number of shares of Common Stock issuable upon the exercise of such rights or warrants, plus (b) the aggregate amount of consideration, if any, received, or receivable by the Corporation for any such rights or warrants, would purchase at such current market price. Such adjustment shall be made whenever such rights or warrants are issued, but shall also be effective retroactively as to shares of Preferred Stock converted between the record date for the determination of stockholders entitled to receive such rights or warrants and the date such rights or warrants are exercised.

(iii) In case the Corporation shall distribute to all holders of its Common Stock any one or more of the following: (a) evidence of its indebtedness, (b) assets (excluding cash distributions, distributions made out of current or retained earnings and distributions of the stock of any subsidiary), or (c) rights or warrants to subscribe for or purchase securities issued by, or property of, the Corporation (excluding those referred to in subparagraph 5(C)(ii) above), then in each such case the conversion rate shall be adjusted as provided below so that thereafter, until further adjusted, the number of shares of Common Stock into which each share of Preferred Stock shall be convertible shall be determined by multiplying the number of shares of Common Stock into which such share

of Preferred Stock was theretofore convertible by a fraction, the numerator of which shall be the current market price per share of Common Stock on the date of such distribution, and the denominator of which shall be such current market price per share of the Common Stock, less the then fair market value (as determined by the Board of Directors of the Corporation, whose determination shall be conclusive) of the portion of the assets or evidence of indebtedness so distributed or of such rights or warrants applicable to one share of the Common Stock. Such adjustment shall be made whenever any such distribution is made, but shall also be effective retroactively as to shares of Preferred Stock converted between the record date for the determination of stockholders entitled to receive such distribution and the date such distribution is made.

(iv) For the purpose of any computation under subparagraphs 5(C)(ii) and (iii) above, the current market price per share of Common Stock at any date shall be (a) if the Common Stock is listed on any national securities exchange, the average of the daily closing prices for the 15 consecutive business days commencing 20 business days before the day in question (the "Trading Period"); (b) if the Common Stock is not listed on any national securities exchange but is quoted on the National Association of Securities Dealers, Inc. Automated Quotation System ("NASDAQ"), the average of the high and low bids as reported on NASDAQ for the Trading Period; and (c) if the Common Stock is neither listed on any national securities exchange nor quoted on NASDAQ, the higher of (x) the conversion price then in effect, or (y) the tangible book value per share as of the end of the Corporation's immediately preceding fiscal year.

(v) No adjustment in the conversion rate shall be required unless such adjustment would require an increase or decrease of at least 1% in such rate; provided, however, that any adjustments which by reason of this subparagraph 5(C)(v) are not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under this subparagraph 5(C) shall be made to the nearest one-hundredth of a share.

(D) No adjustment of the conversion rate shall be made in any of the following cases:

(i) upon the grant or exercise of stock options hereafter granted, or under any employee stock option plan now or hereafter authorized, to the extent that the aggregate of the number of shares which may be purchased under such options and the number of shares issued under such employee stock purchase plan is less than or equal to ten percent (10%) of the number of shares of Common Stock outstanding on January 1 of the year of the grant or exercise;

(ii) shares of Common Stock issued upon the conversion of Preferred Stock;

(iii) shares issued in connection with the acquisition by the Corporation or by any subsidiary of the Corporation of 80% or more of the assets of another corporation, and shares issued in connection with the acquisition by the Corporation or by any subsidiary of the Corporation of 80% or more of the voting shares of another corporation (including shares issued in connection with such acquisition of voting shares of such other corporation subsequent to the acquisition of an aggregate of 80% of such voting shares), shares issued in a merger of the Corporation or a subsidiary of the Corporation with another corporation in which the Corporation or the Corporation's subsidiary is the surviving corporation, and shares issued upon the conversion of other securities issued in connection with any such acquisition or in any such merger;

(iv) shares issued by way of dividend or other distribution on Common Stock excluded from the calculation of the adjustment under this subparagraph 5(D) or on Common Stock resulting from any subdivision or combination of Common Stock so excluded; or

(v) shares issued pursuant to all stock options and warrants outstanding on the date of the filing of these Articles.

(E) Whenever the conversion rate is adjusted as herein provided, the Corporation shall prepare a certificate signed by the Treasurer of the Corporation setting forth the adjusted conversion rate and showing in reasonable detail the facts upon which such adjustment is based. As promptly as practicable, the Corporation shall cause a copy of the certificate referred to in this subparagraph 5(E) to be mailed to each holder of record of issued and outstanding Preferred Stock at the address of such holder appearing on the Corporation's books.

(F) The Company shall pay all taxes that may be payable in respect of the issue or delivery of Common Stock on conversion of Preferred Stock pursuant hereto, but shall not pay any tax which may be payable with respect to income or gains of the holder of any Preferred Stock or Common Stock or any tax which may be payable in respect of any transfer involved in the issue and delivery of the Common Stock in a name other than that in which the Preferred Stock so converted was registered, 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.

(G) Upon conversion of any shares of Preferred Stock, the holders of the shares of Preferred Stock so converted shall not be entitled to receive any distributions declared with respect to such shares of Preferred Stock unless such distributions shall have been declared by the Board of Directors and the record date for such distributions shall have been on or before the date such shares shall have been converted. No payment or adjustment shall be made on account

of distributions declared and payable to holders of Common Stock of record on a date prior to the date of conversion.

(H) No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any shares of Preferred Stock. If more than one share of Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares issuable upon conversion thereof shall be computed on the basis of the aggregate number of such shares so surrendered. If the conversion of any share of Preferred Stock results in a fraction, an amount equal to such fraction multiplied by the current market price (determined as provided in subparagraph 5(C)(iv) above) of the Common Stock on the day of conversion shall be paid to such holder in cash by the Corporation.

(I) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authorized Common Stock, for the purpose of effecting the conversion of the issued and outstanding Preferred Stock, the full number of shares of Common Stock then deliverable in the event and upon the conversion of all of the Preferred Stock then issued and outstanding.

6. Voting Rights. Except as otherwise provided in this paragraph 6, each share of Preferred Stock is entitled to one vote, voting together with the holders of shares of Common Stock and not as a class, on each matter submitted to a vote at a meeting of stockholders of the Corporation. In the event that at any time two consecutive semi-annual distributions payable on the Preferred Stock shall be in default (a "Two Dividend Default"), then immediately upon the happening of a Two Dividend Default and until the Two Dividend Default and all defaults in the payment of semi-annual distributions subsequent to the Two Dividend Default shall be cured, the holders of Preferred Stock shall have the right, voting separately as a class, to elect one-third of the Directors of the Corporation. In the event that at any time four consecutive semi-annual distributions payable on the Preferred Stock shall be in default (a "Four Dividend Default"), then immediately upon the happening of such Four Dividend Default and until such Four Dividend Default and all defaults in the payment of semi-annual distributions subsequent to the Four Dividend Default shall be cured, the holders of Preferred Stock shall have the right, voting separately as a class, to elect a majority of the Directors of the Corporation. The foregoing voting rights are hereinafter collectively referred to as the "Special Voting Rights." The Special Voting Rights shall be exercised only at annual meetings of the stockholders of the Corporation, and only if the holders of a majority of the outstanding shares of Preferred Stock entitled to such Special Voting Rights are present in person or by proxy. Notwithstanding the foregoing provisions of this paragraph 6, upon payment in full of all defaults in the payment of semi-annual distributions subsequent to a Four Dividend Default and of the distribution which resulted in the Four Dividend Default, so that no more than three consecutive semi-annual distributions remain in default, the Special Voting Rights of the

holders of Preferred Stock shall be reduced so that they shall have the right, voting separately as a class, to elect one-third of the Directors of the Corporation. Notwithstanding the foregoing provisions of this Paragraph 6, upon payment in full of (i) all defaults in the payment of semi-annual distributions subsequent to a Two Dividend Default and of the distribution which resulted in the Two Dividend Default, or (ii) upon payment in full of all semi-annual distributions subsequent to a Four Dividend Default and three of the distributions which resulted in a Four Dividend Default, so that, in each such case, no more than one semi-annual distribution remains in default, the Special Voting Rights shall terminate, and the voting power in the election of Directors shall again be vested equally in the holders of the Preferred Stock and the Common Stock, who shall each be entitled to one vote per share. Each Director elected by the holders of shares of Preferred Stock as a result of the Special Voting Rights set forth above shall serve only until the next annual meeting of stockholders, or until the date the Special Voting Rights shall have terminated as provided in this paragraph 6, whichever event first occurs.

7. Registration Rights.

(A) "Piggy-Back" Registration Rights:

(i) If, at any time and from time to time after the Corporation's first Public Offering, the Corporation proposes to register any of its securities on Forms S-1, S-2, S-3, SB-1 or SB-2, or any successor forms, under the Securities Act of 1933 (the "Act") and applicable state securities laws (the "State Acts"), the Corporation shall give prompt written notice to each holder of Preferred Stock (or Common Stock into which it has been converted) of its intention to do so, and, upon the written request of any such stockholder made within 30 days after the receipt of any such notice, which written request shall specify the number of shares such stockholder desires to be registered, the Corporation shall use its reasonable efforts to cause all such shares of such stockholder to be registered under the Act and State Acts to permit the sale of such shares. Notwithstanding anything contained herein to the contrary, the Corporation shall have the right to discontinue any registration of such shares of such stockholder at any time prior to the effective date of such registration if the registration of other securities giving rise to such registration is discontinued.

(ii) If any stockholder shall request inclusion of any shares held by such stockholder in the registration of other securities of the Corporation and such proposed registration by the Corporation is, in whole or in part, an underwritten Public Offering, and if the managing underwriter determines and advises the Corporation in writing that inclusion in such registration of all proposed securities (including securities being offered by or on behalf of the Corporation and securities covered by requests for registration) would not adversely affect the marketability of the offering of the securities proposed to be registered by the Corporation, then such

stockholder shall be entitled to participate pro-rata with the other stockholders having similar incidental registration rights with respect to such registration to the extent the managing underwriter determines that such shares may be included without such adverse effect.

(iii) The rights of such stockholders to have their shares included in such registration shall expire on the first to occur of January 1, 2017, or that date which is 10 years after the Corporation's first Public Offering.

(B) Demand Registration Rights: At any time after the Corporation's first Public Offering of its stock, the Corporation shall, upon receipt of a written request from the holders of at least 25% of the aggregate issued and outstanding Preferred Stock and the Common Stock into which it has been converted, prepare and file under the Act a registration statement in respect of such shares. In the event that not all of such shares have been registered as herein set forth, the Corporation shall, upon receipt of a written request from the holders of at least 25% of the aggregate remaining unregistered Preferred Stock and the Common Stock into which it has been converted, prepare and file under the Act no more than one additional registration statement to register the remaining balance of the shares not so registered.

(C) Expenses: The Corporation shall pay all expenses incident to its performance of or compliance with the provisions of subparagraphs 7(A) and 7(B) hereof, including, without limitation, all registration and filing fees, fees and expenses of compliance with the Act and State Acts, printing expenses, messenger and delivery expenses, fees and disbursements of counsel for the Corporation (but not the legal fees of any such stockholder) and all independent public accountants and other persons retained by the Corporation, and any fees and disbursements of underwriters customarily paid by issuers or sellers of securities (excluding underwriting commissions and discounts).

(D) Obligations of the Corporation: If and whenever the Corporation is required to use its reasonable efforts to effect or cause the registration of any shares under the Act as provided in this paragraph 7, the Corporation shall, as expeditiously as possible:

(i) prepare and file with the SEC a registration statement with respect to such shares and use its reasonable efforts to cause such registration statement to become effective;

(ii) prepare and file with the SEC such amendments and supplements to such registration statement and the prospectus used in connection therewith as may be necessary to keep such registration statement effective and such prospectus current for a period not in excess of nine months as may be necessary in accordance with the intended methods of disposition by the seller or sellers thereof set forth in such registration statement;

(iii) furnish to each seller of such shares such number of copies of such registration statement and each such amendment and supplement thereto (in each case including all exhibits), such number of copies of the prospectus included in such registration statement (including each preliminary prospectus), in conformity with the requirements of the Act, and such other documents as such seller may reasonably request in order to facilitate the disposition of the shares owned by such seller;

(iv) use its reasonable efforts to register or qualify such shares covered by such registration statement under such State Acts as each seller reasonably requests, and do any and all other acts and things which may be reasonably necessary or advisable to enable such seller to consummate the disposition in such jurisdictions of the shares owned by such seller, except that the Corporation shall not for any such purpose be required to qualify to do business as a foreign corporation in any jurisdiction wherein it is not so qualified, to subject itself to taxation in any such jurisdiction, or to consent to general service of process in any such jurisdiction; and

(v) notify each seller of any such securities covered by such registration statement, at any time when a prospectus relating thereto is required to be delivered under the Act or upon the happening of any event as a result of which the prospectus included in such registration statement, as then in effect, includes an untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading in the light of the circumstances then existing, and at the request of any such seller prepare and furnish to such seller a reasonable number of copies of a supplement to or an amendment of such prospectus as may be necessary so that, as thereafter delivered to the purchasers of such securities, such prospectus shall not include an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading in the light of the circumstances then existing.

(E) Indemnification and Notification:

(i) The Corporation shall indemnify and hold harmless each holder of any shares included in the Corporation's registration statement pursuant to this paragraph 7, and each person, if any, who controls such holder within the meaning of Section 15 of the Act, from and against any and all losses, claims, damages, expenses and liabilities (including reasonable attorneys' fees) caused by any untrue statement of a material fact contained in any such registration statement, or contained in a prospectus furnished thereunder, or in any amendment or supplement thereto or caused by any omission to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading (provided, however, that the foregoing indemnification and agreement to hold harmless shall not apply insofar

as such losses, claims, damages, expenses, and liabilities are caused by any such untrue statement or omission is based upon information furnished in writing to the Corporation by any such holder expressly for use in any registration statement or prospectus).

(ii) Promptly after receipt by any holder of any shares included in the Corporation's registration statement pursuant to this paragraph 7 of notice of the commencement of any action, said holder shall, if a claim in respect thereof is to be made against the Corporation under this paragraph 7, notify the Corporation in writing of the commencement thereof, but the omission so to notify the Corporation shall not relieve it from any liability which it may have to them under this paragraph 7. In case any such action is brought against any holder of any shares registered pursuant to this paragraph 7 and the Corporation is notified of the commencement thereof as provided herein, the Corporation shall be entitled to participate in, and, to the extent that it may wish, to assume the defense thereof, with counsel reasonably satisfactory to such holder, and after notice from the Corporation to such holder of the Corporation's election so to assume the defense thereof, the Corporation shall not be liable under this paragraph 7 for any legal or other expense subsequently incurred by such holder in connection with the defense thereof other than reasonable costs of investigation.

(iii) Each holder of any shares registered pursuant to this paragraph 7 agrees to cooperate fully with the Corporation in effecting registration and qualification of the Preferred Stock (or the Common Stock into which it has been converted) and of such distribution, and shall indemnify and hold harmless the Corporation and each person who may control the Corporation within the meaning of Section 15 of the Act, each director of the Corporation, and each officer who signed any registration statement from and against any and all losses, claims, damages, expenses, and liabilities (including reasonable attorneys' fees) caused by any untrue statement of a material fact contained in any such registration statement, or contained in a prospectus furnished thereunder, or any amendment or supplement thereto, or caused by any omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, to the extent that such untrue statement or omission was made in reliance upon information furnished to the Corporation by any such holder for inclusion therein.

8. Changes In Terms of Preferred Stock. The terms of the Preferred Stock may not be amended, altered or repealed, and no class of capital stock or securities convertible into capital stock shall be authorized which has superior rights to the Preferred Stock as to distributions, liquidation or vote, without the consent of the holders of at least two-thirds of the outstanding shares of Preferred Stock.

9. No Implied Limitations. Except as otherwise provided by express provisions of these Articles of Incorporation, nothing herein

shall limit, by inference or otherwise, the discretionary right of the Board of Directors to classify and reclassify and issue any shares of Preferred Stock and to fix or alter all terms thereof to the full extent provided in the Articles of Incorporation of the Corporation.

10. General Provisions. In addition to the above provisions with respect to the Preferred Stock, such Preferred Stock shall be subject to, and entitled to the benefits Of, the provisions set forth in the Corporation's Articles of Incorporation with respect to Preferred Stock generally.

11. Notices. All notices required or permitted to be given by the Corporation with respect to the Preferred Stock shall be in writing, and if delivered by first class United States mail, postage prepaid, to the holders of the Preferred Stock at their last addresses as they shall appear upon the books of the Corporation, shall be conclusively presumed to have been duly given, whether or not the stockholder actually receives such notice; provided, however, that failure to duly give such notice by mail, or any defect in such notice, to the holders of any stock designated for redemption, shall not affect the validity of the proceedings for the redemption of any other shares of Preferred Stock.

CERTIFICATE

I hereby certify that the foregoing Amended Articles of Incorporation, consisting of sixteen (16) pages, including this page, constitute the Amended Articles of Incorporation of VIRTUAL HOME, INC., adopted by the Board of Directors of the corporation as of January 18, 2007.

/s/ Daniel White



Daniel White,
President and CEO

The date of each amendment(s) adoption: JAN 18, 2007

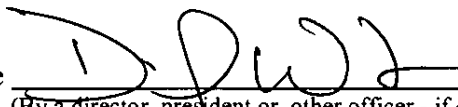
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Daniel White
(Typed or printed name of person signing)

CEO
(Title of person signing)

FILING FEE: \$35