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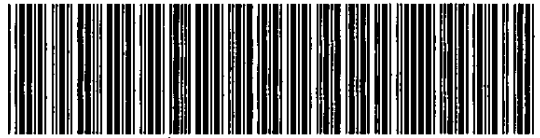
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Amended and
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TALLAHASSEE, FLORIDA

MAY 10 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: International Money Management, Inc.

DOCUMENT NUMBER: P08000065330

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

Please return all correspondence concerning this matter to the following:

Miles A. Harris

Name of Contact Person

THE YOCCA LAW FIRM LLP

Firm/ Company

19900 MacArthur Blvd., Suite 650

Address

Irvine, CA 92612

City/ State and Zip Code

mharris@yocca.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Miles A. Harris

Name of Contact Person

at (949)

253-0800

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

INTERNATIONAL MONEY MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Florida Profit Corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation, which amends and restates in its entirety the Corporation's Amended and Restated Articles of Incorporation, as heretofore in effect, to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is as follows:

International Money Management, Inc.

**ARTICLE II
ADDRESS OF REGISTERED OFFICE AND MAILING ADDRESS**

Section 2.1 The address of the Corporation's registered office in the State of Florida is as follows:

1539 Fiddlewood Ct
Royal Palm Beach, FL 33411

Section 2.2 The Corporation's principal office address is as follows:

International Money Management, Inc.
19200 Von Karman, Suite 600
Irvine, CA 92612

**ARTICLE III
PURPOSE AND POWERS**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Florida Business Organizations Code ("FBOC") and shall have all powers that may now or hereafter be lawful for a corporation to exercise under the FBOC.

ARTICLE IV
CAPITAL STOCK

Section 4.1 Total Number of Shares of Stock. The total number of shares of stock of all classes that the Corporation shall have authority to issue is thirty five million (35,000,000) shares. The authorized capital stock is divided into five million (5,000,000) shares called Preferred Stock, having a par value of \$0.0001 per share (hereinafter the "Preferred Stock"), and thirty million (30,000,000) shares called Common Stock, having a par value of \$0.001 per share (hereinafter the "Common Stock").

Section 4.2 Common Stock. The Common Stock shall be comprised of two series, one consisting of twenty million (20,000,000) shares designated as the "Voting Common Stock" and the other consisting of ten million shares (10,000,000) designated as the "Nonvoting Common Stock." Subject to all of the rights of any series of the Preferred Stock and subject to the provisions of the FBOC, each share of Common Stock having equal rights of participation in the dividends and assets of the Corporation and shall be equal as to all other rights and limitations, excluding with respect to voting rights as described below. Subject to all of the rights of any series of the Preferred Stock and subject to the provisions of the FBOC, the Voting Common Stock shall have full voting powers on all matters requiring shareholder action, each share of such Voting Common Stock being entitled to one vote. Subject to all of the rights of any series of the Preferred Stock and subject to the provisions of the FBOC, the Nonvoting Common Stock shall have no voting powers.

Section 4.3 Preferred Stock. The Preferred Stock of the Corporation may be issued in whole or in part from time to time in one or more series, and the Board of Directors shall have authority to designate the number of shares of each such series, or to reduce the number of shares of each such series (but not below the number of shares of such series then outstanding), and to designate such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in the resolution or resolutions providing for the issue of such series as adopted by the Board of Directors.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following;

1. The designation of such series; the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or any other series of any class of stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative;
2. Whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
3. The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
4. Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes of any stock or any other series of any

class of stock of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchanges;

5. The extent, if any, to which the holders of shares of such series shall be entitled to vote with respect to the election of directors or otherwise;

6. The restrictions, if any, on the issue or reissue of any additional Preferred Stock; and

7. The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.

Section 4.4 INTENTIONALLY OMITTED

Section 4.5 Series A Preferred Stock. The initial series of Preferred Stock shall be designated as the Series A Preferred Stock (the "Series A Preferred Stock"), and the number of shares so designated shall be 1,433,010. The number of shares of such series may be decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of such series to a number less than the number of shares then outstanding plus the number of shares thereof reserved for issuance upon the exercise of outstanding options, or rights or warrants to acquire such shares or upon the conversion of any outstanding securities issued by the Corporation convertible into such shares. The par value of each share of Series A Preferred Stock shall be \$0.0001.

4.5.1. Dividends. The holders of shares of Series A Preferred Stock shall be entitled to receive, out of any assets legally available therefor, noncumulative dividends at the rate of one and eighty-six one-hundredth cents (\$0.0186) per share of Series A Preferred Stock, payable only when, as and if dividends payable are declared by the Board of Directors on the Series A Preferred Stock. No undeclared dividend shall ever bear interest. The holders of the Series A Preferred Stock also shall be entitled to participate on an as converted basis in any dividends (other than a dividend payable in Common Stock or rights to purchase Common Stock, which shall result in an adjustment of the Conversion Price according to Section 4.5.5) declared and paid on the Common Stock. No dividend (other than a dividend payable in Common Stock or rights to purchase Common Stock, which shall result in an adjustment of the Conversion Price according to Section 4.5.5) may be declared and paid upon shares of Common Stock while any shares of Series A Preferred Stock are outstanding without the consent of holders of at least two-thirds of the outstanding Series A Preferred Stock.

4.5.2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and subject to the rights of any other series of Preferred Stock that are senior or in parity with the Series A Preferred Stock, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, a preference amount per share, in cash, consisting of the sum of (A) twenty-three and twenty-five one hundredths cents (\$0.2325) for each outstanding share of Series A Preferred Stock, as adjusted for any stock splits, stock dividends and recapitalizations, to the extent they change the number of outstanding shares of

Series A Preferred Stock (the "Original Issue Price") and (B) an amount equal to declared but unpaid dividends on such share, if any. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among such holders in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(b) A liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation; or (iii) a sale of authorized and unissued shares of the Corporation, unless in any of the cases described in clauses (i), (ii) or (iii), the Corporation's shareholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity. In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed to be such consideration's fair market value, as determined reasonably by the Board of Directors and payment thereof shall be in kind and from the same source of payment as contemplated in the acquisition. The holders of Series A Preferred Stock shall be entitled to notice at the time and in the manner provided in subsection 4.5.5(k) of the terms and scheduled date for consummation of any event that would constitute a liquidation under this subsection 4.5.2(b).

(c) After payment to the holders of the Series A Preferred Stock of the amount set forth in subsection 4.5.2(a) or 4.5.2(b), the then remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock, the Series A Preferred Stock, and any other series of Preferred Stock with liquidation rights, pro rata based on the number of shares of Common Stock outstanding or issuable upon conversion of Preferred Stock.

4.5.3. No Redemption. This Corporation shall not have the right to call or redeem any shares of the Series A Preferred Stock.

4.5.4. Voting Rights. The holder of each share of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of full shares of Voting Common Stock into which such shares of Series A Preferred Stock could be converted. On all matters requiring approval of shareholder other than as expressly required by law, each holder of Series A Preferred Stock shall vote together with the Voting Common Stock as a single class. Accordingly, each holder of Series A Preferred Stock shall be entitled to notice of any shareholders' meeting, which shall be given in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with exactly one-half being rounded upward).

4.5.5. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Voting Common Stock as is determined by dividing the Original Issue Price by the then applicable Conversion Price, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion (hereinafter sometimes the "Conversion Rate"). The initial Conversion Price per share for Series A Preferred Stock (as from time to time in effect, the "Conversion Price") shall be the Original Issue Price. Such initial Conversion Price shall be adjusted as hereinafter provided.

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Voting Common Stock at the then effective Conversion Price as provided in subsection 4.5.5(a) above, after adjustment as provided elsewhere in this Section 4.5.5,

(i) immediately prior to the closing of an underwritten public offering of the Corporation's Common Stock (an "IPO"); or

(ii) at the election of the holders of at least a majority of the Series A Preferred Stock, voting as a separate class, to automatically convert all of the outstanding shares of Series A Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Voting Common Stock, such holder shall surrender the certificate or certificates thereof, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that it elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for shares of Voting Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Voting Common Stock to which it shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of 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.

(d) Conversion Price Adjustments of Preferred Stock for Splits and Combinations. The Conversion Price of Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Stock Splits. In the event the Corporation should, as described in Section 4.3, at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the

Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time is decreased by a reverse-split or combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(iii) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Voting Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4.5.5), provision shall be made so that the holders of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of such number of shares of Voting Common Stock deliverable upon conversion immediately prior to that recapitalization would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.5.5 with respect to the rights of the holders of Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4.5.5 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(iv) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Voting Common Stock, a merger or consolidation of the Corporation with or into another corporation (other than a subdivision, combination, reclassification or exchange of shares treated as a liquidation as provided for in Section 4.5.2(b)), then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger, consolidation or sale, to which a holder of Voting Common Stock issuable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale or an amount of cash receivable as if the Series A Preferred Stock had converted into shares of Voting Common Stock. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.5.5 with respect to the rights of the holders of the Series A Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 4.5.5 shall be applicable after that event in as nearly equivalent a manner as may be practicable. Each holder of Series A Preferred Stock upon the occurrence of an event set forth in this subsection 4.5.5(d), shall, subject to automatic conversion pursuant to subsection 4.5.5(b), have the option of electing treatment of his shares of Series A Preferred Stock under either this subsection 4.5.5(d) or Section 4.5.2 hereof, if applicable, by giving the Corporation written notice of such election at least ten days prior to the close of such transaction unless such holders received notice of the transaction less than 20 days prior to the close of such transaction, then the notice of election shall be given within 10 days after such notice.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4.5.5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(f) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4.5.5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series A Preferred Stock a certificate 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 Conversion Price at the time in effect, and (iii) the number of shares of Voting Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

(g) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any security or right convertible into or entitling the holder thereof to receive or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall deliver to each holder of Series A Preferred Stock at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right. The failure to provide such notice itself shall not impair the validity or effectiveness of such action.

(h) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Voting Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(i) 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 the Series A Preferred Stock, such number of its shares of Voting Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock and 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 the Series A Preferred Stock, the Corporation will 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 purpose,

including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to its Articles of Incorporation.

(j) No Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series A Preferred Stock. All shares of Voting Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Voting Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(k) Notices. Any notice required by the provisions of this Section 4.5.5 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, Certified Mail—Return Receipt Requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

4.5.6. Amendment. Any term relating to the Series A Preferred Stock may be amended and the observance of any term relating to the Series A Preferred Stock may be waived (either generally or in a particular instance) only with the vote or written consent of holders of a majority of the outstanding shares of the Series A Preferred Stock. Any amendment so effected shall be binding upon the Corporation and any holder of the Series A Preferred Stock.

4.5.7. No Reissuances of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be returned to the status of undesignated shares of Preferred Stock.

Section 4.6 Series B Preferred Stock. The second series of Preferred Stock shall be designated as the Series B Preferred Stock (the "Series B Preferred Stock"), and the number of shares so designated shall be 1,000,000. The number of shares of such series may be decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of such series to a number less than the number of shares then outstanding plus the number of shares thereof reserved for issuance upon the exercise of outstanding options, or rights or warrants to acquire such shares or upon the conversion of any outstanding securities issued by the Corporation convertible into such shares. The par value of each share of Series B Preferred Stock shall be \$0.0001.

4.6.1. Dividends. The holders of shares of Series B Preferred Stock shall be entitled to receive, out of any assets legally available therefor, noncumulative dividends at the rate of twelve cents (\$0.12) per share of Series B Preferred Stock, payable only when, as and if dividends payable are declared by the Board of Directors on the Series B Preferred Stock, in preference to the holders of the Common Stock and on a pari passu basis with the dividends declared at the rate set forth in Section 4.5.1 to the holders of Series A Preferred Stock. For clarification, if and to the extent that the Board of Directors declares and pays a dividend on the Series A Preferred Stock at the rate per share described in Section 4.5.1, it

also shall declare and pay a dividend on the Series B Preferred Stock at the rate per share described in this Section 4.6.1; and the reverse shall also be true. No undeclared dividend shall ever bear interest. The holders of the Series B Preferred Stock also shall be entitled to participate on an as converted basis in any dividends (other than a dividend payable in Common Stock or rights to purchase Common Stock, which shall result in an adjustment of the Series B Conversion Price according to Section 4.6.5) declared and paid on the Common Stock. No dividend (other than a dividend payable in Common Stock or rights to purchase Common Stock, which shall result in an adjustment of the Series B Conversion Price according to Section 4.6.5) may be declared and paid upon shares of Common Stock while any shares of Series B Preferred Stock are outstanding without the consent of holders of at least two-thirds of the outstanding Series B Preferred Stock.

4.6.2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and subject to the rights of any other series of Preferred Stock that are senior or in parity with the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, a preference amount per share, in cash, consisting of the sum of (A) one dollar and fifty cents (\$1.50) for each outstanding share of Series B Preferred Stock, as adjusted for any stock splits, stock dividends and recapitalizations, to the extent they change the number of outstanding shares of Series B Preferred Stock (the "Series B Original Issue Price") and (B) an amount equal to declared but unpaid dividends on such share, if any. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among such holders in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(b) A liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation; or (iii) a sale of authorized and unissued shares of the Corporation, unless in any of the cases described in clauses (i), (ii) or (iii), the Corporation's shareholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity. In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed to be such consideration's fair market value, as determined reasonably by the Board of Directors and payment thereof shall be in kind and from the same source of payment as contemplated in the acquisition. The holders of Series B Preferred Stock shall be entitled to notice at the time and in the manner provided in subsection 4.6.5(k) of the terms and scheduled date for consummation of any event that would constitute a liquidation under this subsection 4.6.2(b).

(c) After payment to the holders of the Series B Preferred Stock of the amount set forth in subsection 4.6.2(a) or 4.6.2(b), the then remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock, the Series B Preferred Stock, and any other series of Preferred Stock with liquidation rights, pro rata based on the number of shares of Common Stock outstanding or issuable upon conversion of Preferred Stock.

4.6.3. No Redemption. This Corporation shall not have the right to call or redeem any shares of the Series B Preferred Stock.

4.6.4. Voting Rights. The holder of each share of the Series B Preferred Stock shall be entitled to the number of votes equal to the number of full shares of Voting Common Stock into which such shares of Series B Preferred Stock could be converted. On all matters requiring approval of shareholder other than as expressly required by law, each holder of Series B Preferred Stock shall vote together with the Voting Common Stock as a single class. Accordingly, each holder of Series B Preferred Stock shall be entitled to notice of any shareholders' meeting, which shall be given in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with exactly one-half being rounded upward).

4.6.5. Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Series B Conversion Rights"):

(a) **Right to Convert.** Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Voting Common Stock as is determined by dividing the Series B Original Issue Price by the then applicable Series B Conversion Price, determined as hereinafter provided, in effect on the date the certificate is surrendered for conversion. The initial conversion price per share for Series B Preferred Stock (as from time to time in effect, the "Series B Conversion Price") shall be the Series B Original Issue Price. Such initial Series B Conversion Price shall be adjusted as hereinafter provided.

(b) **Automatic Conversion.** Each share of Series B Preferred Stock shall automatically be converted into shares of Voting Common Stock at the then effective Series B Conversion Price as provided in subsection 4.6.5(a) above, after adjustment as provided elsewhere in this Section 4.6.5,

(i) immediately prior to the closing of an underwritten public offering of the Corporation's Common Stock (an "IPO"); or

(ii) at the election of the holders of at least a majority of the Series B Preferred Stock, voting as a separate class, to automatically convert all of the outstanding shares of Series B Preferred Stock.

(c) **Mechanics of Conversion.** Before any holder of Series B Preferred Stock shall be entitled to convert the same into shares of Voting Common Stock, such holder shall surrender the certificate or certificates thereof, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that it elects to convert the same and shall state therein the name or

names in which it wishes the certificate or certificates for shares of Voting Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Voting Common Stock to which it shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series B 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.

(d) Series B Conversion Price Adjustments of Preferred Stock for Splits and Combinations. The Series B Conversion Price shall be subject to adjustment from time to time as follows:

(i) Stock Splits. In the event the Corporation should, as described in Section 4.3, at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series B Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time is decreased by a reverse-split or combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Series B Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(iii) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Voting Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4.6.5), provision shall be made so that the holders of Series B Preferred Stock shall thereafter be entitled to receive upon conversion of such Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of such number of shares of Voting Common Stock deliverable upon conversion immediately prior to that recapitalization would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.6.5 with respect to the rights of the holders of Series B Preferred Stock after the recapitalization to the end that the provisions of this Section 4.6.5 (including adjustment of the Series B Conversion Price then in effect and the number of shares purchasable upon conversion of Series B Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(iv) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Voting Common Stock, a merger or consolidation of the Corporation with or into another corporation (other than a subdivision, combination, reclassification or exchange of shares treated as a liquidation as provided for in Section 4.6.2(b)), then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series B Preferred Stock shall thereafter be entitled to receive upon conversion of the Series B Preferred Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger, consolidation or sale, to which a holder of Voting Common Stock issuable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale or an amount of cash receivable as if the Series B Preferred Stock had converted into shares of Voting Common Stock. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.6.5 with respect to the rights of the holders of the Series B Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 4.6.5 shall be applicable after that event in as nearly equivalent a manner as may be practicable. Each holder of Series B Preferred Stock upon the occurrence of an event set forth in this subsection 4.6.5(d), shall, subject to automatic conversion pursuant to subsection 4.6.5(b), have the option of electing treatment of his shares of Series B Preferred Stock under either this subsection 4.6.5(d) or Section 4.6.2 hereof, if applicable, by giving the Corporation written notice of such election at least ten days prior to the close of such transaction unless such holders received notice of the transaction less than 20 days prior to the close of such transaction, then the notice of election shall be given within 10 days after such notice.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4.6.5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Preferred Stock against impairment.

(f) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series B Conversion Price pursuant to this Section 4.6.5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series B Preferred Stock a certificate 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 B Preferred Stock furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series B Conversion Price at the time in effect, and (iii) the number of shares of Voting Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series B Preferred Stock.

(g) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any security or right convertible into or entitling the holder

thereof to receive or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall deliver to each holder of Series B Preferred Stock at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right. The failure to provide such notice itself shall not impair the validity or effectiveness of such action.

(h) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Voting Common Stock on conversion of shares of Series B Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(i) 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 the Series B Preferred Stock, such number of its shares of Voting Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred Stock and 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 the Series B Preferred Stock, the Corporation will 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 purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to its Articles of Incorporation.

(j) No Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series B Preferred Stock. All shares of Voting Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Voting Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(k) Notices. Any notice required by the provisions of this Section 4.6.5 to be given to the holders of shares of Series B Preferred Stock shall be deemed given if deposited in the United States mail, Certified Mail—Return Receipt Requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

4.6.6. Amendment. Any term relating to the Series B Preferred Stock may be amended and the observance of any term relating to the Series B Preferred Stock may be waived (either generally or in a particular instance) only with the vote or written consent of holders of a majority of the outstanding shares of the Series B Preferred Stock. Any amendment so effected shall be binding upon the Corporation and any holder of the Series B Preferred Stock.

4.6.7. No Reissuances of Series B Preferred Stock. No share or shares of Series B Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be returned to the status of undesignated shares of Preferred Stock.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Power of the Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In furtherance, and not in limitation, of the powers conferred by the FBOC, the Board of Directors is expressly authorized to—

1. Amend, alter, change, adopt or repeal the Bylaws of the Corporation; provided, however, that no Bylaws hereafter adopted shall invalidate any prior act of the directors that would have been valid if such Bylaws had not been adopted;

2. Determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the business and affairs of the Corporation, including the power to designate and empower committees of the Board of Directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for Board meetings, as well as quorum and voting requirements for, and the manner of taking Board action; and

3. Exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the FBOC, these Articles of Incorporation, and any Bylaws of the Corporation.

Section 5.2 Number of Directors. The number of directors constituting the entire Board of Directors shall be not less than three nor more than nine, as authorized from time to time exclusively by a vote of a majority of the entire Board of Directors. As used in these Articles of Incorporation, the term "entire Board of Directors" means the total authorized number of directors that the Corporation would have if there were no vacancies.

Section 5.3 Annual Election of Directors. Except with respect to directors who may be elected solely by the holders of shares of any class or series of Preferred Stock, the directors shall be elected for terms expiring at the next Annual Meeting of Shareholders.

Section 5.4 Vacancies. Except as otherwise required by law and subject to the rights of the holders of any class or series of Preferred Stock, any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of directors may be filled only by the Board of Directors, acting by a majority of the remaining directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next Annual Meeting of Shareholders or until their successors are elected and qualified.

Section 5.5 Removal of Directors. Any directors, or the entire Board of Directors, may be removed from office at any time, with or without cause only by the affirmative vote of the

holders of a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting as a single class.

ARTICLE VI

INDEMNIFICATION; LIMITATION OF LIABILITY

Section 6.1.1 Power to Indemnify regarding Action not by Corporation. The Corporation shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.1.2 Power to Indemnify regarding Action by Corporation. The Corporation shall have power to indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 6.1.2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 6.1.3 Success on the Merits. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 6.1.1 or Section 6.1.2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Section 6.1.4 Determination of Rights to Indemnification. Any indemnification under Section 6.1.1 or Section 6.1.2, unless pursuant to a determination by a court, shall be made by

the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1.1 or Section 6.1.2. Such determination shall be made: (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding; (2) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (3) by independent legal counsel or (4) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6.1.5 Advancement of Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Section 6.1. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

Section 6.1.6 Non-Exclusive. The indemnification and advancement of expenses provided pursuant to this Section 6.1 are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and personal representatives of such person.

Section 6.1.7 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Section 6.1.

Section 6.2.1 Limitation of Liability of Directors. Directors shall not be personally liable for a breach of fiduciary duty when acting in their official capacity except for acts involving intentional misconduct, fraud, a knowing violation of the law or the payment of illegal dividends.

Section 6.2.2 Limitation of Liability of Officers and Directors. Officers and directors of the Corporation are immune from liability to the Corporation for losses incurred in corporate transactions within their authority, so long as the transactions are made in good faith and with reasonable skill and prudence. In the performance of their duties, officers and directors are entitled to rely upon information, documents, etc. prepared by those people whom the officer or director reasonably believes to be reliable and competent in the matter presented.

ARTICLE VII
MEETINGS OF SHAREHOLDERS

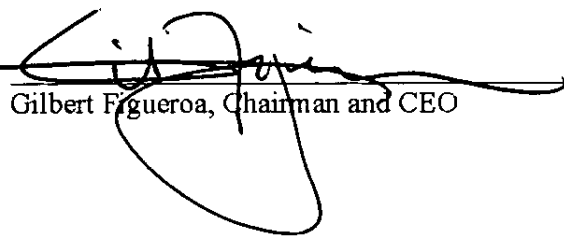
Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation and may not be effected by any consent in writing by such shareholders. Except as otherwise provided for in the Bylaws, special meetings of shareholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors, either upon motion of a director or upon written request by the holders of at least 51% of the voting power of all the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the FBOC) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or the Bylaws of the Corporation.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the FBOC and all rights conferred on shareholders in these Articles of Incorporation are subject to this reservation.

These Amended and Restated Articles of Incorporation were adopted on January 29, 2010 by the Board of Directors of the Corporation.


Gilbert Figueroa, Chairman and CEO

Date: May 11, 2010