

P12000023369

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000028581 3)))



H140000285813ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

9040579

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

14 FEB -5 AM 8:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 10

APPROVED
AND
FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROLOGIC CONSUMER MARKETING SERVICES INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

C. LEWIS

FEB - 6 2014

EXAMINER

RECEIVED

14 FEB -5 AM 10:31

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

2/5/2014 10:02:05 From: To: 8506176380

(2/6)

14 FEB -5 AM 8:41

H14000028581 3

SECRETARY OF STATE
FLORIDA

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROLOGIC CONSUMER MARKETING SERVICES INC.
Document No. P12000023369**

Pursuant to the provisions of section 607.1006, Florida Statutes, ProLogic Consumer Marketing Services Inc., a Florida profit corporation, adopts the following amendment to its Amended and Restated Articles of Incorporation:

1. The name of the corporation as currently filed with the Florida Department of State is:

ProLogic Consumer Marketing Services Inc.

2. Article III, Part B, Section 4(h) of the Amended and Restated Articles of Incorporation is amended to read in its entirety, as follows:

(h) Special Redemptions.

(i) If a Change in Ownership has occurred or the Corporation obtains knowledge that a Change in Ownership is proposed to occur, the Corporation shall give prompt written notice of such Change in Ownership describing in reasonable detail the material terms and date of consummation thereof to each holder of Class A Preferred, but in any event such notice shall not be given later than three (3) days prior to the occurrence of such Change in Ownership, and the Corporation shall give each holder of Class A Preferred prompt written notice of any material change to the terms or timing of such transaction. Unless a majority of then then-outstanding Class A Preferred affirmatively vote against redemption, upon the consummation of the Change in Ownership the Corporation shall redeem all of the Class A Preferred owned by all holders at a price per share equal to the Liquidation Value thereof, plus all other accrued and unpaid dividends thereon, within five (5) business days of the Corporation's receipt of the proceeds arising from the Change in Ownership.

The term "Change in Ownership" means any sale, transfer or issuance or series of sales, transfers and/or issuances of Common Stock by the Corporation or any holders thereof which results in any Person or group of Persons (as the term "group" is used under the Securities Exchange Act of 1934), other than the holders of Common Stock and Class A Preferred as of the date immediately preceding such sale, transfer or issuance (or series thereof), owning more than fifty percent (50%) of the Common Stock outstanding at the time of such sale, transfer or issuance or series of sales, transfers and/or issuances.

H14000028581 3

(ii) If a Fundamental Change is proposed to occur, the Corporation shall give prompt written notice of such Fundamental Change describing in reasonable detail the material terms and date of consummation thereof to each holder of Class A Preferred, but in any event such notice shall not be given later than three (3) days prior to the occurrence of such Fundamental Change, and the Corporation shall give each holder of Class A Preferred prompt written notice of any material change to the terms or timing of such transaction. Unless a majority of then then-outstanding Class A Preferred affirmatively vote against redemption, upon the consummation of the Fundamental Change the Corporation shall redeem all of the Class A Preferred owned by all holders at a price per share equal to the Liquidation Value thereof, plus all other accrued and unpaid dividends thereon, within five (5) business days of the Corporation's receipt of the proceeds arising from the Fundamental Change.

The term "Fundamental Change" means (i) any sale or transfer of more than fifty percent (50%) of the assets of the Corporation and its Subsidiaries on a consolidated basis (measured either by book value in accordance with generally accepted accounting principles consistently applied or by fair market value determined in the reasonable good faith judgment of the Corporation's Board of Directors) in any transaction or series of transactions (other than sales in the ordinary course of business), and (ii) any merger or consolidation to which the Corporation is a party, except for a merger in which the Corporation is the surviving corporation, and pursuant thereto the terms of the Class A Preferred are not changed and the Class A Preferred is not exchanged for cash, securities or other property, and after giving effect to such merger, the holders of the Corporation's outstanding capital stock possessing a majority of the voting power (under ordinary circumstances) to elect a majority of the Corporation's Board of Directors immediately prior to the merger shall continue to own the Corporation's outstanding capital stock possessing the voting power (under ordinary circumstances) to elect a majority of the Corporation's Board of Directors.

3. Article III, Part B, Section 6 of the Amended and Restated Articles of Incorporation is amended to read in its entirety, as follows:

Section 6. Voting Rights.

(a) Except as otherwise provided herein and as otherwise required by applicable law, the Class A Preferred shall be entitled to one (1) vote per share on all matters to be voted on by the shareholders of the Corporation and matters shall be passed by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

H14000028581 3

(b) Except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or as otherwise provided herein, and in addition to any other vote required by law or as otherwise provided herein, without the written consent or affirmative vote of a majority of the holders of the then-outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise:

(i) liquidate, dissolve or wind up the business and affairs of the Corporation, effect any Deemed Liquidation Event, or consent to any of the foregoing;

(ii) amend, alter or repeal any provision of this Amendment or the Bylaws of the Corporation in a manner adverse to the Series A Preferred Stock;

(iii) create any additional class or series of shares of stock unless the same ranks junior to the Series A Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation and with respect to the payment of dividends and redemption rights, or increase the authorized number of shares of Series A Preferred Stock or increase the authorized number of shares of any additional class or series of shares of stock unless the same ranks junior to with the Series A Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation and with respect to the payment of dividends and redemption rights, or create or authorize any obligation or security convertible into shares of any class or series of stock unless the same ranks junior to the Series A Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation and with respect to the payment of dividends and redemption rights;

(iv) purchase or redeem, or pay or declare any dividend or make any distribution on, any shares of stock other than the Series A Preferred Stock as expressly authorized herein or a purchase, redemption, dividend or distribution in respect of any shares of any series of Preferred Stock hereafter designated by the Board which is made simultaneously, on a pro rata basis, with respect to the Series A Preferred Stock, or permit any subsidiary of the Corporation to take any such action, except for dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock;

(v) enter into any material transaction of any kind with any person controlling, controlled by, or under common control with the Corporation (such person, an "*Affiliate*"), irrespective of whether in the ordinary course of business, other than on terms as favorable to the Corporation or any of its

H14000028581 3

subsidiaries as would be obtainable by such person at the time in a comparable arm's-length transaction with a person other than an Affiliate;

(vi) create, authorize the creation of, incur, or authorize the incurrence of (or permit any subsidiary to take any such action) any indebtedness for borrowed money, other than any Excluded Indebtedness ("*Excluded Indebtedness*" meaning, for purposes of this paragraph, any indebtedness under, or permissible for the Corporation to incur under that certain Second Lien Credit Agreement by and among Prologic Redemption Solutions, Inc., Wells Fargo Bank, National Association, in its capacity as administrative agent for the Lenders party thereto, together with its successors and assigns in such capacity, and the Lenders party thereto, as amended, modified, supplemented, refinanced or restated from time to time);

(vii) permit any Change in Ownership or Fundamental Change;
or

(viii) take any action that would materially change the nature of the Corporation's business.

4. The amendment does not provide for an exchange, reclassification or cancellation of any issued shares.

5. The foregoing amendment of the Articles of Incorporation was adopted on January 31, 2014 by the board of directors of the corporation without shareholder action and shareholder action was not required.

[Signature on following page.]

APPROVED
AND
FILED

2/5/2014 10:02:05 From: To: 8506176380

(6/6)

14 FEB -5 AM 8:41

H14000028581 3

SECRETARY OF STATE
FLORIDA

DATED this 4th day of February, 2014.

**PROLOGIC CONSUMER MARKETING
SERVICES INC.**

By: *[Signature]*
Name: Gordon W. Kane
Title: Secretary