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DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE KILPATRICK COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	17
Estimated Charge	\$35.00

AMEND
KRC
10-2

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE KILPATRICK COMPANY, INC.

(DOCUMENT NO. P93000068977)

Pursuant to the provisions of Section 607.1006, Florida Statutes, THE KILPATRICK COMPANY, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"ARTICLE III
CAPITAL STOCK

The total number of shares of all classes of capital stock which The Kilpatrick Company, Inc., a Florida corporation, (the "Corporation") shall have the authority to issue is Four Million One Thousand (4,001,000), consisting of One Thousand (1,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share (the "Common Stock"), One Million (1,000,000) shares of Class A Preferred Stock with a par value of One-Hundredth of One Cent (\$.0001) per share (the "Class A Preferred Stock"), One Million (1,000,000) shares of Class B Preferred Stock with a par value of One-Hundredth of One Cent (\$.0001) per share (the "Class B Preferred Stock"), One Million (1,000,000) shares of Class C Preferred Stock with a par value of One-Hundredth of One Cent (\$.0001) per share (the "Class C Preferred Stock"), Two Hundred Thousand (200,000) shares of Preferred Stock with a par value of One-Hundredth of One Cent (\$.0001) per share (the "Original Preferred Stock") and Eight Hundred Thousand (800,000) shares of Preferred Stock with a par value of One-Hundredth of One Cent (\$.0001) per share (the "Undesignated Preferred Stock") (Class A Preferred Stock, Class B Preferred Stock, Class C Preferred Stock, Original Preferred Stock, and Undesignated Preferred Stock being hereinafter referred to collectively as "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Class A Preferred Stock. The rights of the holders of the Class A Preferred Stock are as follows.

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A. Dividends. The holders of Class A Preferred Stock shall be entitled to receive cumulative preferential dividends at the rate of \$.08 per share per annum, computed beginning as of October 1, 1998, payable quarterly in arrears in cash, on January 1, April 1, July 1 and October 1 of each year, with the first payment commencing on January 1, 1999, out of the assets of the Corporation that are by law available for the payment of dividends, when and as declared by Board of Directors of the Corporation. So long as any Class A Preferred Stock remains outstanding:

a) no dividend shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of (i) the Corporation's Common Stock or any other outstanding common stock of the Corporation, or (ii) any other class of stock or series thereof ranking junior to the Class A Preferred Stock in the payment of dividends (the stock referred to in clauses (i) and (ii) hereof is collectively referred to as the "Junior Stock"); and

b) no shares of Junior Stock shall be redeemed or purchased by the Corporation or any subsidiary thereof, unless redeemed or purchased in exchange for any other shares of Junior Stock; and

c) no monies, funds or other assets shall be paid to or made available for a sinking fund for the redemption or purchase of any shares of capital stock.

Such dividends shall be deemed to accrue from day to day regardless of whether or not the Corporation shall have funds or assets available for the payment of such dividends, but accumulation of dividends on shares of Class A Preferred Stock shall not bear interest. For purposes of dividends, the Class A Preferred Stock shall rank in parity with the Corporation's Class B Preferred Stock, Class C Preferred Stock and Original Preferred Stock.

B. Voting Rights. The holders of Class A Preferred Stock shall not be entitled to vote upon any matter relating to the business or affairs of the Corporation or for any other purpose, nor shall they be entitled to notification of any meetings of the Board of Directors or the stockholders of the Corporation.

C. Redemption.

(i) Optional Redemption. The Class A Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at any time and from time to time after the date of issuance. The Class A Preferred Stock shall be redeemed at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that at any time less than all the Class A Preferred Stock outstanding is to be redeemed at the option of the Corporation, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Corporation. Notice of any optional redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Corporation, addressed to each holder of record of Class A Preferred Stock to be

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redeemed at his last address as the same appears on the books of the Corporation, at least 30 days prior to the date designated for redemption. If fewer than all the shares of the Class A Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares.

(ii) Mandatory Redemption. The Corporation shall at any time from and after the fifth anniversary of the date of issuance of the Class A Preferred Stock upon 120 days' prior written notice from any holder of shares of Class A Preferred Stock redeem all or any portion of the shares of Class A Preferred Stock then owned by such holder at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that the shares of Class A Preferred Stock are not redeemed because of a prohibition under applicable law, such shares shall be redeemed as soon as such prohibition no longer exists. If upon any such requested redemption, the Corporation reasonably believes that the assets of the Corporation available for redemption shall be insufficient to pay the holders of the Class A Preferred Stock (assuming all of such holders have requested a mandatory redemption of all of their shares) the full amounts to which they shall be entitled, then the Corporation shall send notice thereof to all of the holders of shares of Class A Preferred Stock within 30 days prior to the date designated for redemption, and any holders who have not requested redemption of all of their shares shall, upon delivery of written notice to the Corporation within 10 days prior to the date designated for redemption, have the right to have their shares of Class A Preferred Stock redeemed ratably in any such redemption according to the respective amounts of Class A Preferred Stock held by all of the holders thereof who have requested that they be redeemed.

(iii) Payment. If any required notices of redemption shall have been duly mailed, or irrevocable instructions to effect such mailing shall have been given to the transfer agent or agents for such stock, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the shares of Class A Preferred Stock to be redeemed so as to be available therefor, then, from and after the mailing of such notice or the giving of such irrevocable instructions and the setting aside of such funds, notwithstanding that any certificate for shares of Class A Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Class A Preferred Stock no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Class A Preferred Stock shall not be transferable on the books of the Corporation.

D. Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation (the "Liquidation"), the holders of shares of Class A Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount in cash per share of Preferred Stock equal to \$1.00 per share, together with all their accrued and unpaid dividends thereon, in preference to and in priority over any such distribution upon shares of Junior Stock. Except for

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the foregoing, the holders of shares of Class A Preferred Stock shall not be entitled to participate in any other distributions payable by the Corporation upon Liquidation.

In the event the assets of the Corporation available for distribution to the holders of shares of the Class A Preferred Stock upon Liquidation of the Corporation shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to the immediately preceding paragraph, no such distribution shall be made on account of any shares of any Junior Stock, except that a proportionate distributive amount shall be paid on account of the shares of the Class A Preferred Stock and any other class of shares ranking on a parity with the Class A Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such Liquidation. For purposes of distribution upon Liquidation of the Corporation, the Class A Preferred Stock shall rank in parity with the Class B Preferred Stock, the Class C Preferred Stock and Original Preferred Stock.

E. No Sinking Fund. The shares of Class A Preferred Stock shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of such shares.

F. No Preemptive Rights. The holders of shares of Class A Preferred Stock shall have no preemptive rights or options to purchase any shares of the Corporation's capital stock.

G. Transferability. No holders of shares of Class A Preferred Stock shall, directly or indirectly, sell, distribute, transfer, assign, gift, pledge, hypothecate or otherwise dispose of or encumber (whether voluntary or involuntary) any of such shares, unless such transfer is made with the prior written consent of the Corporation.

H. Setoff Rights. Notwithstanding anything to the contrary contained herein regarding the rights of the holders of the Class A Preferred Stock, in the event that any holder of shares of Class A Preferred Stock shall be liable to the Corporation for any amounts from time to time, whether pursuant to that certain Stock Purchase Agreement dated October 9, 1998 by and among the Corporation, Pifer, Inc., a Florida corporation, and the holders of the Class A Preferred Stock, as amended (the "Stock Purchase Agreement"), that certain escrow agreement dated of even date with the issuance of the Class A Preferred Stock by and among the Corporation, Pifer, Inc. and the holders of the Class A Preferred Stock (the "Escrow Agreement"), any employment agreement now or hereafter in effect between the Corporation and any holder of the Class A Preferred Stock, any non-competition agreement now or hereafter in effect between the Corporation and any holder of the Class A Preferred Stock or otherwise, then any such amounts owed to the Corporation may be setoff against the shares of Class A Preferred Stock owned by the applicable holder in accordance with the provisions of this paragraph. In the event that the Corporation shall exercise the foregoing right of setoff, it shall send notice to the applicable holder of the Class A Preferred Stock to such effect. In exercising such right of setoff, the Corporation shall first apply any claims against any accrued but unpaid dividends payable thereon in and it shall then cancel shares of Class A Preferred Stock at the rate of one share for

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each One Dollar (\$1.00) of claims for which the Corporation is exercising its right of setoff. The holders of the Class A Preferred Stock hereby constitute and appoint any officer of the Corporation, with full power of substitution, as its true and lawful attorney for it and in its name, place and stead to sign any documents necessary to effect the exercise by the Corporation of its setoff rights provided for in this paragraph.

I. Legend. The holders of the Class A Preferred Stock acknowledge and agree that the certificates representing the Class A Preferred Stock shall bear legends noting that such shares are non-transferable, subject to the setoff rights set forth herein and such other matters as the Corporation reasonably deems appropriate.

3. Class B Preferred Stock. The rights of the holders of the Class B Preferred Stock are as follows.

A. Dividends. The holders of Class B Preferred Stock shall be entitled to receive cumulative preferential dividends at the rate of \$.08 per share per annum, computed beginning as of October 1, 1998, payable quarterly in arrears in cash, on January 1, April 1, July 1 and October 1 of each year, with the first payment commencing on January 1, 1999, out of the assets of the Corporation that are by law available for the payment of dividends, when and as declared by Board of Directors of the Corporation. So long as any Class B Preferred Stock remains outstanding:

a) no dividend shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of (i) the Corporation's Common Stock or any other outstanding common stock of the Corporation, or (ii) any other class of stock or series thereof ranking junior to the Class B Preferred Stock in the payment of dividends (the stock referred to in clauses (i) and (ii) hereof is collectively referred to as the "Junior Stock"); and

b) no shares of Junior Stock shall be redeemed or purchased by the Corporation or any subsidiary thereof, unless redeemed or purchased in exchange for any other shares of Junior Stock; and

c) no monies, funds or other assets shall be paid to or made available for a sinking fund for the redemption or purchase of any shares of capital stock.

Such dividends shall be deemed to accrue from day to day regardless of whether or not the Corporation shall have funds or assets available for the payment of such dividends, but accumulation of dividends on shares of Class B Preferred Stock shall not bear interest. For purposes of dividends, the Class B Preferred Stock shall rank in parity with the Corporation's Class A Preferred Stock, Class C Preferred Stock and Original Preferred Stock.

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B. Voting Rights. The holders of Class B Preferred Stock shall not be entitled to vote upon any matter relating to the business or affairs of the Corporation or for any other purpose, nor shall they be entitled to notification of any meetings of the Board of Directors or the stockholders of the Corporation.

C. Redemption.

(i) Optional Redemption. The Class B Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at any time and from time to time commencing from and after five years from the date of issuance. The Class B Preferred Stock shall be redeemed at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that at any time less than all the Class B Preferred Stock outstanding is to be redeemed at the option of the Corporation, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Corporation. Notice of any optional redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Corporation, addressed to each holder of record of Class B Preferred Stock to be redeemed at his last address as the same appears on the books of the Corporation, at least 30 days prior to the date designated for redemption. If fewer than all the shares of the Class B Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares.

(ii) Mandatory Redemption. The Corporation shall at any time from and after the fifth anniversary of the date of issuance of the Class B Preferred Stock upon 120 days' prior written notice from any holder of shares of Class B Preferred Stock redeem all or any portion of the shares of Class B Preferred Stock then owned by such holder at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that the shares of Class B Preferred Stock are not redeemed because of a prohibition under applicable law, such shares shall be redeemed as soon as such prohibition no longer exists. If upon any such requested redemption, the Corporation reasonably believes that the assets of the Corporation available for redemption shall be insufficient to pay the holders of the Class B Preferred Stock (assuming all of such holders have requested a mandatory redemption of all of their shares) the full amounts to which they shall be entitled, then the Corporation shall send notice thereof to all of the holders of shares of Class B Preferred Stock within 30 days prior to the date designated for redemption, and any holders who have not requested redemption of all of their shares shall, upon delivery of written notice to the Corporation within 10 days prior to the date designated for redemption, have the right to have their shares of Class B Preferred Stock redeemed ratably in any such redemption according to the respective amounts of Class B Preferred Stock held by all of the holders thereof who have requested that they be redeemed.

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(iii) Redemption on Sale. In the event that all of the then issued and outstanding shares of Common Stock or all of the assets of the Corporation are sold to a third party (in either event, a "Sale"), the Corporation shall, within 10 days after the closing of the Sale redeem the shares of Class B Preferred Stock for a redemption price computed in accordance with the following formula:

$$\frac{\text{Price}}{\#} + \frac{\text{Book}}{\#} = \text{Adjustment}$$

where:

"Price" equals the aggregate purchase price paid to the Corporation in the event of a sale of all of its assets, or in the event of a sale of all of the shares of Common Stock, the total purchase price paid for such shares of Common Stock, less One Dollar (\$1.00) per share of Preferred Stock then outstanding to the extent that such shares of Preferred Stock are to be redeemed in connection therewith.

"#" equals the number of then issued and outstanding shares of Common Stock.

"Book" equals the value of the Corporation's net assets, as reflected on the books of the Corporation, as determined by the regularly retained certified public accountants of the Corporation, as determined on the last day of the month immediately preceding the occurrence of the Sale.

"Adjustment" equals the amount which should be multiplied by One Dollar (\$1.00) in order to compute the redemption price per share payable for the shares of Class B Preferred Stock in the event of a Sale; provided, that in no event may the Adjustment exceed two.

(iv) Payment. If any required notices of redemption shall have been duly mailed, or irrevocable instructions to effect such mailing shall have been given to the transfer agent or agents for such stock, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the shares of Class B Preferred Stock to be redeemed so as to be available therefor, then, from and after the mailing of such notice or the giving of such irrevocable instructions and the setting aside of such funds, notwithstanding that any certificate for shares of Class B Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Class B Preferred Stock no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Class B Preferred Stock shall not be transferable on the books of the Corporation.

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D. Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation (the "Liquidation"), the holders of shares of Class B Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount in cash per share of Preferred Stock equal to \$1.00 per share, together with all their accrued and unpaid dividends thereon, in preference to and in priority over any such distribution upon shares of Junior Stock. Except for the foregoing, the holders of shares of Class B Preferred Stock shall not be entitled to participate in any other distributions payable by the Corporation upon Liquidation.

In the event the assets of the Corporation available for distribution to the holders of shares of the Class B Preferred Stock upon Liquidation of the Corporation shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to the immediately preceding paragraph, no such distribution shall be made on account of any shares of any Junior Stock, except that a proportionate distributive amount shall be paid on account of the shares of the Class B Preferred Stock and any other class of shares ranking on a parity with the Class B Preferred Stock and any other class of shares ranking on a parity with the Class B Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such Liquidation. For purposes of distribution upon Liquidation of the Corporation, the Class B Preferred Stock shall rank in parity with the Class A Preferred Stock, Class C Preferred Stock and Original Preferred Stock.

E. No Sinking Fund. The shares of Class B Preferred Stock shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of such shares.

F. No Preemptive Rights. The holders of shares of Class B Preferred Stock shall have no preemptive rights or options to purchase any shares of the Corporation's capital stock.

G. Transferability. No holders of shares of Class B Preferred Stock shall, directly or indirectly, sell, distribute, transfer, assign, gift, pledge, hypothecate or otherwise dispose of or encumber (whether voluntary or involuntary) any of such shares, unless such transfer is made with the prior written consent of the Corporation.

H. Setoff Rights. Notwithstanding anything to the contrary contained herein regarding the rights of the holders of the Class B Preferred Stock, in the event that any holder of shares of Class B Preferred Stock shall be liable to the Corporation for any amounts from time to time, whether pursuant to the Stock Purchase Agreement, the Escrow Agreement, any employment agreement now or hereafter in effect between the Corporation and any holder of the Class B Preferred Stock, any non-competition agreement now or hereafter in effect between the Corporation and any holder of the Class B Preferred Stock or otherwise, then any such amounts owed to the Corporation may be setoff against the shares of Class B Preferred Stock owned by the applicable holder in accordance with the provisions of this paragraph. In the event that the Corporation shall exercise the foregoing right of setoff, it shall send notice to the applicable holder of the Class B Preferred Stock to such effect. In exercising such right of setoff, the

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Corporation shall first apply any claims against any accrued but unpaid dividends payable thereon in and it shall then cancel shares of Class B Preferred Stock at the rate of one share for each One Dollar (\$1.00) of claims which the Corporation is exercising its right of setoff. The holders of the Class B Preferred Stock hereby constitute and appoint any officer of the Corporation, with full power of substitution, as its true and lawful attorney for it and in its name, place and stead to sign any documents necessary to effect the exercise by the Corporation of its setoff rights provided for in this paragraph.

I. Legend. The holders of the Class B Preferred Stock acknowledge and agree that the certificates representing the Class B Preferred Stock shall bear legends noting that such shares are non-transferable, subject to the setoff rights set forth herein and such other matters as the Corporation reasonably deems appropriate.

4. Class C Preferred Stock. The rights of the holders of the Class C Preferred Stock are as follows.

A. Dividends. The holders of Class C Preferred Stock shall be entitled to receive cumulative preferential dividends at the rate of \$.08 per share per annum, computed beginning as of October 1, 2002, payable quarterly in arrears in cash, on January 1, April 1, July 1 and October 1 of each year, with the first payment commencing on January 1, 2003, out of the assets of the Corporation that are by law available for the payment of dividends, when and as declared by Board of Directors of the Corporation. So long as any Class C Preferred Stock remains outstanding:

a) no dividend shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of (i) the Corporation's Common Stock or any other outstanding common stock of the Corporation, or (ii) any other class of stock or series thereof ranking junior to the Class C Preferred Stock in the payment of dividends (the stock referred to in clauses (i) and (ii) hereof is collectively referred to as the "Junior Stock"); and

b) no shares of Junior Stock shall be redeemed or purchased by the Corporation or any subsidiary thereof, unless redeemed or purchased in exchange for any other shares of Junior Stock; and

c) no monies, funds or other assets shall be paid to or made available for a sinking fund for the redemption or purchase of any shares of capital stock.

Such dividends shall be deemed to accrue from day to day regardless of whether or not the Corporation shall have funds or assets available for the payment of such dividends, but accumulation of dividends on shares of Class C Preferred Stock shall not bear interest. For purposes of dividends, the Class C Preferred Stock shall rank in parity with the Corporation's Class A Preferred Stock, Class B Preferred Stock and Original Preferred Stock.

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B. Voting Rights. The holders of Class C Preferred Stock shall not be entitled to vote upon any matter relating to the business or affairs of the Corporation or for any other purpose, nor shall they be entitled to notification of any meetings of the Board of Directors or the stockholders of the Corporation.

C. Redemption.

(i) Optional Redemption. The Class C Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at any time and from time to time commencing from and after five years from the date of issuance. The Class C Preferred Stock shall be redeemed at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that at any time less than all the Class C Preferred Stock outstanding is to be redeemed at the option of the Corporation, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Corporation. Notice of any optional redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Corporation, addressed to each holder of record of Class C Preferred Stock to be redeemed at his last address as the same appears on the books of the Corporation, at least 30 days prior to the date designated for redemption. If fewer than all the shares of the Class C Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares.

(ii) Mandatory Redemption. The Corporation shall at any time from and after the fifth anniversary of the date of issuance of the Class C Preferred Stock upon 120 days' prior written notice from any holder of shares of Class C Preferred Stock redeem all or any portion of the shares of Class C Preferred Stock then owned by such holder at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that the shares of Class C Preferred Stock are not redeemed because of a prohibition under applicable law, such shares shall be redeemed as soon as such prohibition no longer exists. If upon any such requested redemption, the Corporation reasonably believes that the assets of the Corporation available for redemption shall be insufficient to pay the holders of the Class C Preferred Stock (assuming all of such holders have requested a mandatory redemption of all of their shares) the full amounts to which they shall be entitled, then the Corporation shall send notice thereof to all of the holders of shares of Class C Preferred Stock within 30 days prior to the date designated for redemption, and any holders who have not requested redemption of all of their shares shall, upon delivery of written notice to the Corporation within 10 days prior to the date designated for redemption, have the right to have their shares of Class C Preferred Stock redeemed ratably in any such redemption according to the respective amounts of Class C Preferred Stock held by all of the holders thereof who have requested that they be redeemed.

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(iii) Redemption on Sale. In the event that all of the then issued and outstanding shares of Common Stock or all of the assets of the Corporation are sold to a third party (in either event, a "Sale"), the Corporation shall, within 10 days after the closing of the Sale redeem the shares of Class C Preferred Stock for a redemption price computed in accordance with the following formula:

$$\frac{\text{Price}}{\#} \div \frac{\text{Book}}{\#} = \text{Adjustment}$$

where:

"Price" equals the aggregate purchase price paid to the Corporation in the event of a sale of all of its assets, or in the event of a sale of all of the shares of Common Stock, the total purchase price paid for such shares of Common Stock, less One Dollar (\$1.00) per share of Preferred Stock then outstanding to the extent that such shares of Preferred Stock are to be redeemed in connection therewith.

"#" equals the number of then issued and outstanding shares of Common Stock.

"Book" equals the value of the Corporation's net assets, as reflected on the books of the Corporation, as determined by the regularly retained certified public accountants of the Corporation, as determined on the last day of the month immediately preceding the occurrence of the Sale.

"Adjustment" equals the amount which should be multiplied by One Dollar (\$1.00) in order to compute the redemption price per share payable for the shares of Class C Preferred Stock in the event of a Sale; provided, that in no event may the Adjustment exceed two.

(iv) Payment. If any required notices of redemption shall have been duly mailed, or irrevocable instructions to effect such mailing shall have been given to the transfer agent or agents for such stock, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the shares of Class C Preferred Stock to be redeemed so as to be available therefor, then, from and after the mailing of such notice or the giving of such irrevocable instructions and the setting aside of such funds, notwithstanding that any certificate for shares of Class C Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Class C Preferred Stock no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Class C Preferred Stock shall not be transferable on the books of the Corporation.

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D. Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation (the "Liquidation"), the holders of shares of Class C Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount in cash per share of Preferred Stock equal to \$1.00 per share, together with all their accrued and unpaid dividends thereon, in preference to and in priority over any such distribution upon shares of Junior Stock. Except for the foregoing, the holders of shares of Class C Preferred Stock shall not be entitled to participate in any other distributions payable by the Corporation upon Liquidation.

In the event the assets of the Corporation available for distribution to the holders of shares of the Class B Preferred Stock upon Liquidation of the Corporation shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to the immediately preceding paragraph, no such distribution shall be made on account of any shares of any Junior Stock, except that a proportionate distributive amount shall be paid on account of the shares of the Class B Preferred Stock and any other class of shares ranking on a parity with the Class C Preferred Stock and any other class of shares ranking on a parity with the Class C Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such Liquidation. For purposes of distribution upon Liquidation of the Corporation, the Class C Preferred Stock shall rank in parity with the Class A Preferred Stock, Class B Preferred Stock and Original Preferred Stock.

E. No Sinking Fund. The shares of Class C Preferred Stock shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of such shares.

F. No Preemptive Rights. The holders of shares of Class C Preferred Stock shall have no preemptive rights or options to purchase any shares of the Corporation's capital stock.

G. Transferability. No holders of shares of Class C Preferred Stock shall, directly or indirectly, sell, distribute, transfer, assign, gift, pledge, hypothecate or otherwise dispose of or encumber (whether voluntary or involuntary) any of such shares, unless such transfer is made with the prior written consent of the Corporation.

H. Setoff Rights. Notwithstanding anything to the contrary contained herein regarding the rights of the holders of the Class C Preferred Stock, in the event that any holder of shares of Class C Preferred Stock shall be liable to the Corporation for any amounts from time to time, whether pursuant to the Stock Purchase Agreement, the Escrow Agreement, any employment agreement now or hereafter in effect between the Corporation and any holder of the Class C Preferred Stock, any non-competition agreement now or hereafter in effect between the Corporation and any holder of the Class C Preferred Stock or otherwise, then any such amounts owed to the Corporation may be setoff against the shares of Class C Preferred Stock owned by the applicable holder in accordance with the provisions of this paragraph. In the event that the Corporation shall exercise the foregoing right of setoff, it shall send notice to the applicable holder of the Class C Preferred Stock to such effect. In exercising such right of setoff, the

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Corporation shall first apply any claims against any accrued but unpaid dividends payable thereon in and it shall then cancel shares of Class C Preferred Stock at the rate of one share for each One Dollar (\$1.00) of claims which the Corporation is exercising its right of setoff. The holders of the Class C Preferred Stock hereby constitute and appoint any officer of the Corporation, with full power of substitution, as its true and lawful attorney for it and in its name, place and stead to sign any documents necessary to effect the exercise by the Corporation of its setoff rights provided for in this paragraph.

I. Legend. The holders of the Class C Preferred Stock acknowledge and agree that the certificates representing the Class C Preferred Stock shall bear legends noting that such shares are non-transferable, subject to the setoff rights set forth herein and such other matters as the Corporation reasonably deems appropriate.

5. Original Preferred Stock. The rights of the holders of the Original Preferred Stock are as follows.

A. Dividends. The holders of Original Preferred Stock shall be entitled to receive cumulative preferential dividends at the rate of \$.10 per share per annum, computed beginning as of October 24, 1997, payable quarterly in arrears in cash, on January 1, April 1, July 1 and October 1 of each year, out of the assets of the Corporation that are by law available for the payment of dividends, when and as declared by Board of Directors of the Corporation. So long as any Original Preferred Stock remains outstanding:

a) no dividend shall be declared or paid upon or set apart for payment, and no distribution shall be ordered or made in respect of (i) the Corporation's Common Stock or any other outstanding common stock of the Corporation, or (ii) any other class of stock or series thereof ranking junior to the Original Preferred Stock in the payment of dividends (the stock referred to in clauses (i) and (ii) hereof is collectively referred to as the "Junior Stock"); and

b) no shares of Junior Stock shall be redeemed or purchased by the Corporation or any subsidiary thereof, unless redeemed or purchased in exchange for any other shares of Junior Stock; and

c) no monies, funds or other assets shall be paid to or made available for a sinking fund for the redemption or purchase of any shares of capital stock.

Such dividends shall be deemed to accrue from day to day regardless of whether or not the Corporation shall have funds or assets available for the payment of such dividends, but accumulation of dividends on shares of Original Preferred Stock shall not bear interest. For purposes of dividends, the Original Preferred Stock shall rank in parity with the Corporation's Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock.

B. Voting Rights. The holders of Original Preferred Stock shall not be entitled to vote upon any matter relating to the business or affairs of the Corporation or for any

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other purpose, nor shall they be entitled to notification of any meetings of the Board of Directors or the stockholders of the Corporation.

C. Redemption.

(i) Corporation Redemption. The Original Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, from time to time commencing October 1999, each year during the month of October upon ten business days' prior written notice to the holders thereof. If notice of redemption is not sent by the Corporation during the month of October in any applicable year, then it may not exercise its right to redeem hereunder until the following year. The Original Preferred Stock shall be redeemed at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. In the event that at any time less than all the Original Preferred Stock outstanding is to be redeemed at the option of the Corporation, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Corporation. Notice of any such redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Corporation, addressed to each holder of record of Original Preferred Stock to be redeemed at his last address as the same appears on the books of the Corporation. If fewer than all the shares of the Original Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares.

(ii) Holder Redemption. The Corporation shall from time to time commencing October 1999, each year during the month of October upon ten business days' prior written notice from any holder of shares of Original Preferred Stock redeem all or any portion of the shares of Original Preferred Stock then owned by such holder at the redemption price of \$1.00 per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption. If notice of redemption is not sent by any holder during the month of October in any applicable year, then he may not exercise his right of redemption hereunder until the following year. In the event that the shares of Original Preferred Stock are not redeemed because of a prohibition under applicable law, such shares shall be redeemed as soon as such prohibition no longer exists. If upon any such requested redemption, the Corporation reasonably believes that the assets of the Corporation available for redemption shall be insufficient to pay the holders of the Original Preferred Stock (assuming all of such holders have requested a mandatory redemption of all of their shares) the full amounts to which they shall be entitled, then the Corporation shall send notice thereof to all of the holders of shares of Original Preferred Stock within five days prior to the date designated for redemption, and any holders who have not requested redemption of all of their shares shall, upon delivery of written notice to the Corporation within two days prior to the date designated for redemption, have the right to have their shares of Original Preferred Stock redeemed ratably in any such redemption according to the respective amounts of Original Preferred Stock held by all of the holders thereof who have requested that they be redeemed.

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(iii) Payment. If any required notices of redemption shall have been duly mailed, or irrevocable instructions to effect such mailing shall have been given to the transfer agent or agents for such stock, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the shares of Original Preferred Stock to be redeemed so as to be available therefor, then, from and after the mailing of such notice or the giving of such irrevocable instructions and the setting aside of such funds, notwithstanding that any certificate for shares of Original Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Original Preferred Stock no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Original Preferred Stock shall not be transferable on the books of the Corporation.

D. Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation (the "Liquidation"), the holders of shares of Original Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount in cash per share of Preferred Stock equal to \$1.00 per share, together with all their accrued and unpaid dividends thereon, in preference to and in priority over any such distribution upon shares of Junior Stock. Except for the foregoing, the holders of shares of Original Preferred Stock shall not be entitled to participate in any other distributions payable by the Corporation upon Liquidation.

In the event the assets of the Corporation available for distribution to the holders of shares of the Original Preferred Stock upon Liquidation of the Corporation shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to the immediately preceding paragraph, no such distribution shall be made on account of any shares of any Junior Stock, except that a proportionate distributive amount shall be paid on account of the shares of the Original Preferred Stock and any other class of shares ranking on a parity with the Original Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares are respectively entitled upon such Liquidation. For purposes of distribution upon Liquidation of the Corporation, the Original Preferred Stock shall rank in parity with the Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock.

E. No Sinking Fund. The shares of Original Preferred Stock shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of such shares.

F. No Preemptive Rights. The holders of shares of Original Preferred Stock shall have no preemptive rights or options to purchase any shares of the Corporation's capital stock.

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G. Transferability. No holders of shares of Original Preferred Stock shall, directly or indirectly, sell, distribute, transfer, assign, gift, pledge, hypothecate or otherwise dispose of or encumber (whether voluntary or involuntary) any of such shares, unless such transfer is made with the prior written consent of the Corporation.

6. Undesignated Preferred Stock.

The Undesignated Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Undesignated Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Undesignated Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Undesignated Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Undesignated Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Undesignated Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

Notwithstanding anything to the contrary set forth herein with respect to the Undesignated Preferred Stock, no class or series thereof may have priority as to dividends or upon Liquidation in comparison to any of the Class A Preferred Stock, Class B Preferred Stock, Class C Preferred Stock or Original Preferred Stock, unless same is approved by the holders of the Class A Preferred Stock, Class B Preferred Stock, Class C Preferred Stock or Original Preferred Stock, as applicable."

SECOND: The foregoing amendment was adopted on October 1, 2002.

THIRD: The foregoing amendment was approved by the stockholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. The

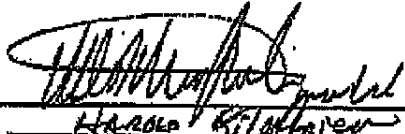
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following classes of stockholders of the Corporation were designated as separate voting groups for purposes of voting on the amendment: (i) holders of Common Stock; and (ii) holders of Class A Preferred Stock, Class B Preferred Stock and Original Preferred Stock. The number of votes cast for the amendment by each of such voting groups was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its undersigned officer this 1st day of October, 2002.

THE KILPATRICK COMPANY, INC.,
a Florida corporation

By: 
Name: Harold Kilpatrick
Title: President

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