

P94000021354

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. ILLUMINACTIVE.COM, INC. P94000021354
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pickup time _____ Certified Copy (One)
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ILLUMINACTIVE.COM, INC.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article VI of the Amended and Restated Articles of Incorporation is amended to read:

ARTICLE VI
Preferred Stock

In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue up to fifty million (50,000,000) shares of preferred stock with a par value of One Cent (\$0.01) per share (the "Preferred Stock"), any part or all of which shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles, which is effective without shareholder action, in accordance with the appropriate provisions of law, and any amendment or supplement thereto (a "Preferred Stock Designation"), and in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. Prior to an Initial Public Offering, the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock. Upon completion of the Initial Public Offering, the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock.

Eight Million (8,000,000) of the aforesaid Fifty Million (50,000,000) authorized shares of Preferred Stock of the Corporation shall be designated Series A Convertible Preferred Stock (the "Series A Preferred Stock") and shall possess the rights and privileges set forth below:

A. Dividends.

(i) Subject to the prior and superior rights of the holders of any shares of any series or class of capital stock ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock shall be entitled to receive, when, as, and if declared by the Board, out of assets legally available for that purpose, dividends or distribution in cash, stock, or otherwise.

(ii) No dividend or distribution, as the case may be, may be declared on any Junior Stock unless a dividend or distribution, as the case may be, is declared on the Series A Preferred Stock in accordance with section (i) above.

(iii) All dividends or distributions declared upon the Series A Preferred Stock shall be declared pro rata per share.

B. Liquidation Preference.

(i) In the event of any liquidation, dissolution, or winding-up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of shares of the Series A Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus, or earnings, before any payment shall be made to the holders of shares of the Common Stock or upon any other series of Preferred Stock of the Corporation with a liquidation preference subordinate to the liquidation preference of the Series A Preferred Stock, an amount equal to \$1.75 per share (the "Issuance Price"). If, upon any Liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock the full amounts to which they shall respectively be entitled, the holders of shares of the Series A Preferred Stock and the holders of any other series of Preferred stock with liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall receive all of the assets of the Corporation available for distribution, and each such holder of shares of the Series A Preferred Stock and the holders of any other series of Preferred Stock with a liquidation preference equal to the liquidation preference of the Series A Preferred Stock shall share ratably in any distribution in accordance with the amounts due such shareholders. After payment shall have been made to the holders of shares of the Series A Preferred Stock of the full amount to which they shall be entitled, as aforesaid, the holders of shares of the Series A Preferred Stock shall be entitled to no further distributions thereon and the holders of shares of the Common Stock and of shares of any other series of stock of the Corporation

shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its shareholders.

(ii) A merger or consolidation of the Corporation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation.

C. Conversion of Series A Preferred Stock.

The holders of Series A Preferred Stock shall have the following conversion rights:

(i) Conversion. On the closing date of an Initial Public Offering, each share of Series A Preferred Stock then outstanding shall automatically be converted into Common Stock on such date at the Conversion Price. Upon such conversion, the certificates which theretofore evidenced the shares of Series A Preferred Stock shall be deemed to evidence shares of Common Stock until such time, if any, as new certificates for the shares of Common Stock are issued pursuant to procedures established by the Corporation for such purpose. For purposes hereof, "Initial Public Offering" shall mean the initial sale of the corporation's Common Stock which is effected pursuant to a registration statement filed with, and declared effective by, the Securities and Exchange Commission under the Securities Act of 1933 (so long as the distribution pursuant to such registration statement represents a bona fide offering to the public.

(ii) Conversion Price. Each share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock which results from dividing the number of shares of Series A Preferred Stock by the Issuance Price, as adjusted as provided for herein.

(iii) Fractional Shares. No fractional share shall be issued upon the conversion of any shares, share, or fractional share of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of shares (or fractions thereof) 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 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 Issuance Price multiplied by such fraction.

D. Voting. Except as otherwise provided by the Act, the holders of the Series A Preferred Stock shall participate in any proceeding in which actions shall be

taken by the holders of Common Stock of the Corporation or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

E. Preference Rights. Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with dividend and/or liquidation preferences equal to the dividend and liquidation preferences of the Series A Preferred Stock.

2. The Board of Directors duly adopted this amendment on December 6, 1999, without shareholder action; and shareholder action was not required.

Signed this 6 day of December, 1999.

ILLUMINACTIVE.COM, INC.

By: Nick Prine

Nick Prine
Its President