

P94000022896

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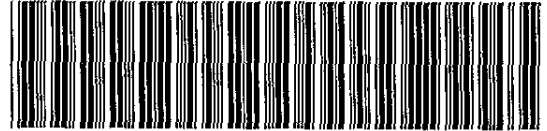
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*Amend*  
JUN 24 2004

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June 24, 2004

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

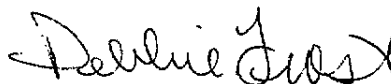
Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and a **CERTIFIED COPY** for the following entity:

**ED & D INC.**

**Document Number: P94000022896**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost  
Office Administrator

/dyf  
Enclosures

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF ED & D INC.**

The undersigned, acting in his capacity as the President of ED & D Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to Articles of Incorporation, as unanimously approved by the Board of Directors of the Corporation in an action by written consent, pursuant to Florida Statute § 607.0821, effective June 21, 2004, and as unanimously approved by Shareholders of the Corporation in an action by written consent, pursuant to Florida Statute § 607.0704, effective June 21, 2004. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Articles of Amendment amend the Corporation's Articles of Incorporation, as filed with the Florida Department of State on March 21, 1994.

**ARTICLE I:**

The name of the Corporation is ED & D Inc.

**ARTICLE II:**

The amendment to the Articles of Incorporation effected by these Articles of Amendment is that Article IV of the current Articles of Incorporation is deleted in its entirety and replaced with the following:

**"ARTICLE IV CAPITAL STOCK**

**4.1. Common Stock**

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 3,000,000 shares, with a par value of \$0.01 per share.

**4.2. Preferred Stock**

The aggregate number of shares of preferred stock which the Corporation shall have authority to issue is 1,000,000 shares, with a par value of \$0.01 per share, upon such terms and conditions, including dividend preferences, liquidation preferences, and conversion privileges, as may be authorized by the Board of Directors of the Corporation. All of the authorized shares of preferred stock are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV. The Board of Directors is authorized to determine and alter the rights, privileges, preferences and restrictions granted to and imposed upon any wholly unissued series of preferred stock, including a preference with respect to any other series of preferred stock, and to fix the number of shares and designation of any such series of preferred stock. The Board of

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Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock (the "Series A Stock") are as follows:

A. Dividends; Antidilution.

1. Dividends. The holders of the outstanding Series A Stock (the "Series A Preferred Holders") shall not be entitled to receive any preferential dividends. The Corporation shall not declare or pay any dividend on shares of the common stock unless a dividend is declared and/or paid on shares of Series A Stock at the same rate as such dividend (other than dividends paid in additional shares of common stock) is paid with respect to the common stock (treating each share of Series A Stock as being equal to the number of shares of common stock into which each such share of Series A Stock could be converted pursuant to the provisions of Section 4.2.D. hereof)

2. Antidilution. If, whenever shares of Series A Stock, which are convertible into shares of common stock, are outstanding, the Corporation increases the number of shares of common stock outstanding in connection with a dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall have combined its common stock into a smaller number of shares of common stock, appropriate adjustment shall be made in the conversion rate so as to make each share of Series A Stock convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

B. Liquidation Preference.

1. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation"), the holders of the Series A 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 common stock by reason of their ownership thereof a liquidation preference as authorized by the Board of Directors.

2. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed on a *pro rata* per Series A Stock share basis.

3. A consolidation, merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a liquidation.

C. Voting Rights. The holders of Series A Stock shall have voting rights as follows:

1. General Rights. The holder of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Series A Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the common stock (except as otherwise expressly provided herein or as required by law, voting together with the common stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of common stock into which shares of Series A Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

2. Board of Directors; Separate Vote of Holders of Series A Stock.

(a) In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding shares of Series A Stock, voting together as a single class, shall be necessary in order to increase the size of the Board of Directors of the Corporation.

(b) The holders of the Series A Stock, voting as a separate class, shall be entitled to elect one (1) member of the Board (the "Series A Director"), at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, and to remove from office such Series A Director and to fill any vacancy caused by the resignation, death or removal of such Series A Director.

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

1. Right to Convert. Each share of Series A 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 one share of fully paid and non-assessable common stock, subject to the appropriate adjustments set forth in Section 4.2.A.2.

2. Conversion by the Vote of the Holders of Series A Stock. Each share of Series A Stock shall be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 4.2.A.2, upon the vote of the holders of two-thirds of the outstanding Series A Stock.

3. Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 4.2.A.2, immediately upon the closing of the sale of the Corporation's common stock and a firm commitment, underwritten public offering of common stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereof) or to an employee benefit plan.


#### ARTICLE III:

The effective date of these Articles of Amendment shall be upon filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation this 21st day of June, 2004.

ED & D INC.

By:

  
David E. Bateman, President