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CONTACT, MARY BLACKFORD CHERRY
PHONE, (561)650-0728

ACCT#: 076117000420

FAX #, (954)523-1722

NAME, DALEEN TECHNOLOGIES, INC.

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THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DALEEN TECHNOLOGIES, INC.

Daleen Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 24, 1994, and were amended and restated on August 23, 1996 and on March 20, 1997.

2. The Third Amended and Restated Articles of Incorporation set forth herein have been duly approved by unanimous written consent dated September 7, 1997 of the Board of Directors and a majority of the shareholders in accordance with Sections 607.0820, 607.0704 and 607.1003 of the Act and the number of votes cast were sufficient for approval.

3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE I

Name, Principal Place of Business and
Registered Agent

The name of the Corporation is Daleen Technologies, Inc. The principal place of business of this Corporation shall be 902 Clint Moore Road, Suite 230, Boca Raton, Florida 33487. The name of the registered agent is James R. Daleen, 902 Clint Moore Road, Suite 230, Boca Raton, Florida 33487.

ARTICLE II

Purpose

The purpose for which the Corporation is organized is to engage in or transact any and all lawful activities or business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Forty Five Million (45,000,000) shares, of which Twenty Million (20,000,000) shares shall be Common Stock, having a par value of \$0.01 per share (the "Common Stock"), and Twenty Five Million (25,000,000) shares shall be classified as Preferred Stock, par value \$0.01 per share (the

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Joseph Ems, Esq. - FL Bar No. 0004952
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
500 E. Broward Blvd., Ste. 1400
Ft. Lauderdale, FL 33394
954/462-2000

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"Preferred Stock"). The Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the stockholders of the Corporation. The designations, relative rights, preferences and limitations of each class of shares of the Corporation shall be as follows:

(a) COMMON STOCK

Section 1. Voting Rights. The holders of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the shareholders of the Corporation, subject in all cases to Section (b)(5) of this Article III.

Section 2. Liquidation Rights. Subject to the prior and superior right of the Preferred, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to share equally in the remaining funds to be distributed, on the basis of the number of shares held by each of them.

Section 3. Dividends. Dividends may be paid on the Common Stock as, when and if declared by the Board of Directors; provided, however, no such dividends may be declared or paid unless the holders of the Preferred (as defined below) shall be entitled to a proportionate share of such dividends as though the holders of the Preferred were the holders of the number of shares of Common Stock of the Corporation into which their respective shares of Preferred are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(b) PREFERRED STOCK

Section 1. Designation. The Preferred shall consist of 3,000,000 shares which shall be designated the "Series A Convertible Preferred Stock" (the "Series A Preferred") and 1,250,000 shares which shall be designated the "Series B Convertible Preferred Stock" (the "Series B Preferred" and, together with the Series A Preferred, the "Preferred"). The Series A Preferred and Series B Preferred shall be identical and of equal rank except as otherwise expressly provided herein.

Section 2. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, prior and in preference to any payment or distribution on the Common Stock or any other class or series of stock which ranks, on liquidation with respect to the right to receive payments upon liquidation, junior to the Preferred, (a) the holders of the Series A Preferred shall be entitled to receive out of the assets of the Corporation cash in the amount of \$2.50 per share, plus a sum equal to all declared but unpaid dividends, if any, on such Series A Preferred and (b) the holders of the Series B Preferred shall be entitled to receive out of the assets of the Corporation, prior and in preference to any payment or distribution on the Common Stock, cash in the amount of \$4.00 per share, plus a sum equal to all declared but unpaid dividends, if any, on such Series B Preferred. If the assets distributable in any such event to the holders of the

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Series A Preferred or the Series B Preferred, as the case may be, are insufficient to permit the payment to such holders of the full preferential amounts to which they may be entitled, such assets shall be distributed ratably among the holders of the Series A Preferred and the Series B Preferred in proportion to the full preferential amount each such holder would otherwise be entitled to receive.

After the payment or the setting apart for payment to the holders of the Series A Preferred and Series B Preferred of the preferential amounts so payable to them, the holders of the Common Stock shall be entitled to share in all remaining assets of the Corporation.

For purposes of this Section 2, the sale of all or substantially all of the Corporation's property and assets or the acquisition of this Corporation by another entity by means of merger or consolidation resulting in the exchange of all of the outstanding shares of this Corporation for securities issued or other consideration paid, by the acquiring corporation or any parent or subsidiary thereof (except for a merger or consolidation after the consummation of which the shareholders of this Corporation own in excess of 51% of the voting securities of the surviving corporation or its parent corporation) shall be deemed a voluntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 3. Conversion. The Preferred shall be convertible as follows:

(a) **Right to Convert.** Each share of Preferred shall be convertible, without the payment of any additional consideration by the holder thereof and 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 the Preferred, into the number of fully paid and nonassessable shares of Common Stock determined (i) in the case of Series A Preferred, by dividing \$2.50 by the Series A Preferred Conversion Price, in effect at the time of conversion and (ii) in the case of the Series B Preferred, by dividing \$4.00 by the Series B Conversion price, in effect at the time of conversion. The Series A Preferred Conversion Price shall initially be \$2.50 and the Series B Conversion Price shall initially be \$4.00, and in each case shall be adjusted and readjusted from time to time as provided in this Section 3. The Series A Preferred Conversion Price and the Series B Preferred Conversion Price are hereinafter referred to collectively as the "Conversion Price"; certain other capitalized terms used in this Section 3 have the meanings specified in paragraph (d) of this Section 3.

(b) **Automatic Conversion.** Each share of Preferred shall automatically be converted into shares of Common Stock at the then effective applicable Conversion Price upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at a public offering price per share of at least four times the then effective Series A Preferred Conversion Price and having an aggregate offering price resulting in net proceeds to the Corporation of not less than \$20,000,000 (in the event of which offering, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred shall not be deemed to have converted such Preferred until immediately prior to the closing of such offering). Each person who holds of record Preferred immediately prior to such automatic conversion shall be entitled to all dividends which have been declared but unpaid prior to the time of the automatic

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conversion. Such dividends shall be paid to all such holders within thirty (30) days of the automatic conversion.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred or the Series B Preferred. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective applicable Conversion Price. Before any holder of Series A Preferred or Series B Preferred shall be entitled to convert the same into Common Stock (or, in the case of automatic conversion of Series A Preferred or Series B Preferred pursuant to Section 3(b) hereof, before any holder of such Preferred so converted shall be entitled to receive a certificate or certificates evidencing the Common Stock issuable upon such conversion), he shall surrender to the Corporation at the office of the Corporation or of any transfer agent for the shares of Preferred, the certificate or certificates representing such Preferred, accompanied by written notice to the Corporation that he elects to convert all or a specified number of such shares (or, in the case of such automatic conversion, he is surrendering the same) and stating therein his name or the name or names of his nominees in which he wishes the certificate or certificates for Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred, or to his nominee or nominees, a certificate or certificates representing the number of shares of Common Stock to which he shall be entitled as aforesaid, together with cash in lieu of any fraction of a share and, if less than the full number of Preferred evidenced by such surrendered certificates or certificates are being converted, a new certificate or certificates, of like tenor, for the number of Preferred evidenced by such surrendered certificate less the number of such shares being converted. Any conversion made at the election of a holder of Preferred shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred to be converted, and the person or persons entitled to receive the Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such Common Stock on such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may at the option of any holder tendering Series A Preferred or Series B Preferred for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred or the Series B Preferred shall not be deemed to have converted such Series A Preferred or Series B Preferred until immediately prior to the closing of such sale of securities.

(d) Adjustments to Conversion Price for Diluting Issues:

(i) Special Definitions. For purposes of this Section 3(d), the following definitions shall apply:

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Additional Shares of Common Stock or Convertible Securities.

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(2) "Original Issue Date" shall mean the date on which a share of Series A Preferred was first issued.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than shares of Common Stock) or other securities directly or indirectly convertible into or exchangeable for Additional Shares of Common Stock.

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 3(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than Common Stock issued or issuable:

(A) upon conversion of Preferred; or

(B) up to 668,812 shares of Common Stock issued to officers or employees of, or consultants to, the Corporation pursuant to a stock purchase or option plan or other employee stock incentive program.

(ii) No Adjustment of Conversion Price. No adjustment in the number of shares of Common Stock into which the Series A Preferred or the Series B Preferred is convertible shall be made, by adjustment in the Conversion Price applicable to such Preferred, in respect of the issuance of Additional Shares of Common Stock or otherwise, unless the consideration per share (determined pursuant to Section 3(d)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price applicable to such Preferred in effect on the date of, and immediately prior to, the issue of such Additional Shares of Common Stock.

(iii) Issue of Securities Deemed Issue of Additional Shares of Common Stock.

(1) Options and Convertible Securities. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue, sell, grant or assume any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then, and in each such case, the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue, sale, grant or assumption or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued for purposes of adjusting the Series A Preferred Conversion Price or the Series B Preferred Conversion Price unless the consideration per share (determined pursuant to Section 3(d)(v) hereof) of such Additional Shares of Common Stock would be less than the Conversion Price applicable to such Preferred in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

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(A) no further adjustment in the Conversion Prices shall be made upon the subsequent issue of Convertible Securities of shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Prices computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities which are outstanding at such time;

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been fully exercised, the Conversion Prices computed upon the original issue, sale, grant or assumption thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(I) in the case of such Convertible Securities or Options for shares of Common Stock, the only Additional Shares of Common Stock issued or sold were the shares of Common Stock, if any, actually issued or sold upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received for such Additional Shares of Common Stock was, in the case of Options, the consideration actually received by the Corporation for the issue, sale, grant or assumption of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or, in the case of Convertible Securities, the consideration actually received by the Corporation for the issue, sale or assumption of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(II) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued or sold upon the exercise thereof were issued at the time of issue, sale, grant or assumption of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue, sale, grant or assumption of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Section 3(d)(v)) upon the issue or sale of the Convertible Securities with respect to which such Options were actually exercised;

(D) no readjustment pursuant to clause (B) or (C) above shall have the effect of increasing the Conversion Prices to an amount which exceeds the lower of (i) the Conversion Price on the original adjustment date or (ii) the Conversion Price that would have resulted from any

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issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(E) in the case of any Options which expire by their terms not more than 30 days after the date of issue, sale, grant or assumption thereof, no adjustment of the Conversion Prices shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (C) above; and

(F) if any such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Prices which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Prices shall be adjusted pursuant to this subparagraph 3(d)(iii) as of the actual date of their issuance.

(2) Stock Dividends, Stock Distributions and Subdivision. In the event the Corporation at any time or from time to time after the Original Issue Date shall declare or pay any dividend or make any other distribution on the Common Stock payable in Common Stock, or shall effect a subdivision of the outstanding shares of Common Stock, into a greater number of shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock), then and in each such event, Additional Shares of Common Stock shall be deemed to have been issued:

(A) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend or distribution, or

(B) in the case of any such subdivision, at the close of business on the date immediately prior to the date upon which such corporate action becomes effective.

If such record date shall have been fixed and such dividend or distribution shall not have been paid on the date fixed therefor, the adjustment previously made in the Conversion Prices which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Prices shall be adjusted pursuant to this subparagraph 3(d)(iii) as of the time of actual payment of such dividend or distribution.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue or be deemed to issue Additional Shares of Common Stock (excluding Additional Shares of Common Stock deemed to be issued pursuant to Section 3(d)(iii)(2), which event is dealt with in Section 3(d)(vi)) without consideration or for a consideration per share less than the Series A Preferred Conversion Price or the Series B Preferred Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Conversion Price shall be reduced, concurrently with such issue or sale in order to increase the number of shares of Common Stock into which the Series A Preferred or the Series B Preferred, as

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the case may be, is convertible, to a price (calculated to the nearest cent) equal to the lowest consideration per share for which such Additional Shares of Common Stock are issued, provided that the Conversion Price shall not be so reduced to an amount less than \$.01.

(v) Determination of Consideration. For purposes of this Section 3(d), the consideration received (or deemed to be received) by the Corporation for the issue or sale of any Additional Shares of Common Stock (or any Additional Shares of Common Stock deemed to be issued pursuant to Section 3(d)(iii)(1)) shall be computed as follows:

(1) Cash and Property: The consideration per share received by the Corporation for the issue or sale of Additional Shares of Common Stock shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue or sale, as determined in good faith by the Board of Directors; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the portion of such consideration so received, computed as provided in clauses (A) and (B) above, allocable to such Additional Shares of Common Stock as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share deemed to be received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 3(d)(iii)(1), relating to Options and Convertible Securities, shall be determined by dividing

(x) the total amount, if any, actually received by the Corporation as consideration for the issue, sale, grant or assumption of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating to such Options or Convertible Securities without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise in full of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(y) the maximum number of Additional Shares of Common Stock (as set forth in the instruments relating to such Options or Convertible Securities, without regard to any

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provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustment for Stock Dividends, Distributions, Subdivisions, Combinations or Consolidation of Common Stock.

(1) Stock Dividends, Distributions and Subdivisions. In the event the Corporation shall issue Additional Shares of Common Stock pursuant to Section 3(d)(iii)(2), relating to stock dividends, distributions and subdivisions, the Conversion Prices in effect immediately prior to such stock dividend, distribution or subdivision shall, concurrently with the effectiveness of such stock dividend, distribution or subdivision, be proportionately decreased.

(2) Combinations or Consolidation of Common Stock. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Prices in effect immediately prior to such combinations or consolidation shall, concurrently with the effectiveness of such combinations or consolidation, be proportionately increased.

(vii) Adjustments for Consolidation, Merger, Sale of Assets, Reorganization, Etc. In the event the Corporation, after the Original Issue date, (1) shall consolidate with or merge into any other corporation or entity and shall not be the continuing or surviving corporation or entity of such consolidation or merger, or (2) shall permit any other corporation or entity to consolidate with or merge into the Corporation and the Corporation shall be the continuing or surviving corporation but, in connection with such consolidation or merger, the Common Stock shall be changed into or exchanged for stock or other securities of any other person or cash or any property, or (3) shall transfer all or substantially all of its properties or assets to any other corporation or entity, or (4) shall effect a capital reorganization or reclassification of the Common Stock (other than a capital reorganization or reclassification resulting in the issue of Additional Shares of Common Stock for which adjustment in the Conversion Price is provided in Section 3(d)(iv)), then, and in each such event, proper provision shall be made so that, upon the basis and the terms and in the manner provided in this Section 3(d)(vii), the holder of a share of Preferred, upon the conversion thereof at any time after the consummation of such consolidation, merger, transfer, reorganization or reclassification, shall be entitled to receive, in lieu of the Common Stock issuable upon such conversion prior to such consummation, the stock and other securities, cash and property to which such holder would have been entitled upon such consummation if such holder had converted such shares of Preferred immediately prior thereto, subject to adjustments (subsequent to such corporate action) as nearly equivalent as possible to the adjustments provided for in this Section 3. Notwithstanding anything contained herein to the contrary, the Corporation will not effect any of the transactions described in clauses (1) through (4) above unless, prior to the consummation thereof, each corporation (other than the Corporation) which may be required to deliver any stock, securities, cash or property upon the conversion of a share of Preferred shall assume, by written instrument delivered to each holder of a share of Preferred, the obligation to deliver to such holder such shares of stock, securities, cash or property as such holder may be entitled to receive upon such conversion, and such corporation shall

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have furnished to each holder of a share of Preferred an opinion of counsel for such corporation, which counsel shall be reasonably satisfactory to such holder, stating that the holder of such share of Preferred shall thereafter be entitled to receive, upon the conversion of such share, the stock, securities, cash or property which such corporation may be required to deliver pursuant to the terms hereof.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, 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 3 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 and the Series B Preferred against impairment. Without limiting the generality of the foregoing, the Corporation (i) will not permit the par value of any shares of stock at the time receivable upon the conversion of a share of Preferred to exceed the Conversion Price applicable to such share of Preferred then in effect, (ii) will take all such action as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid nonassessable shares of stock on the conversion of the Preferred, and (iii) will not take any action which results in any adjustment of the Series A Preferred Conversion Price or the Series B Preferred Conversion Price if the total number of shares of Common Stock issuable after the action upon the conversion of all of the Preferred will exceed the total number of shares of Common Stock then authorized by the Corporation's Articles of Incorporation and available for the purpose of issue upon such conversion.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Preferred Conversion Price or the Series B Preferred Conversion Price pursuant to this Section 3, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred or Series B Preferred, as the case may be, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued, (ii) the number of shares of Common Stock outstanding or deemed to be outstanding, and (iii) the Conversion Prices in effect immediately prior to such issue or sale and as adjusted and readjusted on account thereof. The Corporation shall, upon the written request at any time of any holder of Series A Preferred or Series B Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) the applicable Conversion Price at the time in effect, and showing how it was calculated, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred or Series B Preferred.

(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 which is the same as cash dividends paid

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in previous quarters) or other distribution, 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 mail to each holder of Series A Preferred or Series B Preferred at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

(b) Common Stock Reserved. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of the Preferred.

Section 4. Redemption. On September 1, 2001, the Corporation shall redeem for cash out of any funds legally available therefor one-third of the Preferred held by each holder of Preferred on that date. On September 1, 2002, the Corporation shall redeem for cash out of any funds legally available therefor one-third of the Preferred held by each holder of Preferred on that date. On September 1, 2003, the Corporation shall redeem for cash out of any funds legally available therefor the remainder of the Preferred held by each holder of Preferred. Redemptions pursuant to this Section 4 shall be made for a price of \$2.50 per share of Series A Preferred and \$4.00 per share of Series B Preferred (in each case as appropriately adjusted for any stock dividend, stock split, recapitalization or consolidation) plus, in each case, an amount equal to the amount of all unpaid dividends payable in accordance with Section 6 hereof on each share of Preferred to be redeemed. The Corporation need not establish any sinking fund for the redemption of Preferred.

The Corporation shall give written notice at least forty-five (45) days prior to the redemption dates as provided above, and any rescheduled redemption dates as provided below, of its intention to redeem Preferred as provided herein, to each holder thereof, such notice to be addressed to each holder at the address as it appears on the stock transfer books of the Corporation and to specify the date of redemption and the number of shares to be redeemed. On or after the date of redemption unless postponed or waived as provided below, each holder of Preferred shall surrender a certificate or certificates representing the number of shares of Preferred to be redeemed as stated in the notice provided by the Corporation. If less than all the shares represented by such certificates are to be redeemed, the Corporation shall forthwith issue a new certificate, of like tenor, for the unredeemed shares.

For the purpose of determining whether funds are legally available for redemption of Preferred as provided herein, the Corporation shall value its assets at the highest amount permissible under applicable law. If on any redemption date funds of the Corporation legally available therefor shall be insufficient to redeem all the Preferred required to be redeemed as provided herein, funds to the extent legally available shall be used for such purpose and the Corporation shall effect such redemption pro rata according to the redemption prices of the Preferred. The redemption requirements provided hereby shall be continuous, so that if on any redemption date such requirements shall not be fully discharged, without further action by any holder of Preferred funds legally available shall be applied therefor until such requirements are fully discharged.

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Section 5. Voting Rights. The holders of Preferred shall be entitled, on all matters submitted for a vote of the holders of Common Stock, whether pursuant to law or otherwise, to one vote for each whole share of Common Stock into which each share of Preferred held could be converted as of the date of such vote, and on all such matters shall vote together as one class with the holders of Common Stock and the holders of all other shares of stock entitled to vote with the holders of Common Stock on such matters. In addition, the holders of Preferred shall have the voting powers provided for by law and the holders of Preferred shall have the further voting powers provided for below:

The consent of the holders of not less than fifty percent of the outstanding shares of Preferred, voting together as a single class, in person or by proxy, either in writing without a meeting or at a special or annual meeting of shareholders called for the purpose, shall be necessary to:

- (i) amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or By-Laws;
- (ii) alter or change the rights, preference or privileges of the Series A Preferred or the Series B Preferred;
- (iii) create or issue any other class or classes of stock or series of Preferred Stock (or reclassify any shares of Common Stock into shares) having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Preferred;
- (iv) increase or decrease the authorized number of shares of any series of Preferred Stock.
- (v) pay or declare any dividend or distribution on any Common Stock or apply any of the Corporation's assets to the redemption, retirement, purchase or other acquisition directly or indirectly, through subsidiaries or otherwise, of any Common Stock; or
- (vi) sell, lease, assign or otherwise convey all or substantially all of the Corporation's assets or effect a merger or consolidation with another corporation (other than a wholly-owned subsidiary) or effect any transaction or series of transactions in which more than fifty percent of the voting power of the Corporation is disposed of.

Section 6. Dividends. Dividends shall be paid on the Preferred as, when and if declared by the Board of Directors.

Section 7. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided to the contrary herein shall be vested in the Common Stock.

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ARTICLE IV

Preemptive Rights

No shareholder of the Corporation, as such, shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of the Corporation of any class, whether now or hereafter authorized, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, notes, bonds, debentures or other securities, convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE V

Existence

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

Management of the Corporation

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. Special Meetings of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) (the "Full Board"), or by the holders of not less than twenty percent (20%) of all the votes entitled to be cast on any issue at the proposed special meeting if such holders of stock sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which the special meeting is to be held.

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ARTICLE VII

Number of Directors; Vacancies and Removal

A. The initial number of directors of the Corporation shall be two (2). The number of directors shall be established and remain at seven (7).

B. A director shall hold office until the annual meeting for the year in which his term expires and until his successors shall be elected and shall qualify, subject, however, to the director's prior death, resignation, retirement, disqualification or removal from office. Pursuant to applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0804 of the Florida Statutes), as the same may be amended from time to time, there shall be elected to the Board (a) three (3) persons nominated by the holders of a majority of the outstanding shares of Series A Preferred or shares of Common Stock issued upon conversion of the Series A Preferred (the "Series A Preferred Directors") and (b) four (4) persons nominated by the holders of a majority of the then outstanding shares of Common Stock other than the shares of the Series A Preferred converted to the Common Stock (the "Common Stock Directors"). In the event of any vacancy on the Board of Directors, howsoever occurring, the resulting vacancy on the Board shall be filled by a representative who shall be a new Series A Preferred Director or Common Stock Director designated in the same manner as such other Series A Preferred Director or Common Stock Director.

C. Any Series A Preferred Director, or Common Stock Director, may be removed from office at any time, with or without cause, and only by the affirmative vote of the holders of at least a majority (50%) of the voting power of persons with the right of elect such Series A Preferred Director or Common Stock Director and under no other circumstances.

D. Any committees of the Board or a Sub Board shall be created only upon approval of a majority of the Board including the three Series A Preferred Directors and the composition of each such committee (if any) shall be proportionately equivalent to that of the Board.

E. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE VIII

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, as the same

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may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in another capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or Disinterested Directors or otherwise. Such indemnification 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 and personal representatives of such a person. Except as otherwise required by law, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in a manner prescribed by the laws of the State of Florida and subject to any provision in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Third Amended and Restated Articles of Incorporation as of September 10, 1997.


James R. Dalcan, President

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