

FROM

(MON) 12. 6. 99 11:26/ST 11:26/NO. 426032290 P 1

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MULTITECH BROKERAGE SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment
12-6-99

DC

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MULTITECH BROKERAGE SOLUTIONS, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

SERIES A COMMON STOCK, \$0.001 PAR VALUE

DESIGNATION OF PREFERENCES, RIGHTS, AND LIMITATIONS

Pursuant to Sections 607.0602, 607.1002, and 607.1006 of the Florida Business Corporation Act (the "FBCA"), MultiTech Brokerage Solutions, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: Pursuant to the authority of the Board of Directors of the Corporation pursuant to Article V of its Articles of Incorporation of the Corporation and Section 607.0602 of the FBCA, the Board of Directors of the Corporation, by resolutions duly adopted effective as of December 6, 1999 has classified 60,000 shares of the authorized but unissued Common Stock, par value \$.001 per share ("Series A Common Stock"), as a separate series of Common Stock, authorized the issuance of a maximum of 60,000 shares of Series A Common Stock, and set the preferences, rights, limitations, and other terms and conditions of the Series A Common Stock. Approval of the shareholders of the Corporation was not required.

SECOND: The Series A Common Stock of the Corporation created by the resolutions duly adopted by the Board of Directors of the Corporation shall have the following designation, number of shares, preferences, rights, limitations, and other terms and conditions:

1. **Designation.** A total of 60,000 shares of Common Stock, \$0.001 par value per share, shall be designated "Series A Common Stock".
2. **Dividends.** When, as, and if declared by the Board of Directors of the Corporation, the Corporation shall pay to the holders of Series A Common Stock out of the assets of the Corporation available for such payment of dividends under the Florida Business Corporation Act. In the event that the Board of Directors of the Corporation shall declare a dividend payable upon the then outstanding shares of Common Stock or other capital stock of the Corporation (the Common Stock and other capital stock of the Corporation not including the Series A Common Stock are sometimes collectively referred to herein as the "Equity Securities") (other than a stock dividend on the Common Stock distributed solely in the form of additional shares of Common Stock), the holders of the Series A Common Stock shall be entitled to the amount per share of Series A Common Stock as would be declared payable on the number of shares of Common Stock held by them had the Series A Common Stock been converted into Common Stock pursuant to Section 5, such number determined as of the record date for the determination of holders of Common Stock entitled to receive such dividend or other distribution and without regard to any restrictions on issuance of or payment of dividends on fractional shares.
3. **Liquidation, Dissolution or Winding-Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or in the event of its insolvency, after payment of any liquidation preferences, the entire remaining Available

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Assets, if any, shall be distributed among the holders of all Equity Securities and Series A Common Stock, in proportion to the shares of Common Stock then held by them and the shares of Common Stock which they would receive had those shares held by them been converted into Common Stock pursuant to Section 5. "Available Assets" means the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, whether such assets are capital, surplus or earnings.

4. **Voting Power.** Each share of Series A Common Stock shall be entitled to one vote on all matters submitted to the holders of Common Stock. Except as otherwise required by law, the holders of shares of Series A Common Stock and Common Stock shall vote together (or render written consents in lieu of a vote) as a single class on all matters submitted to the stockholders of the Corporation.

5. **Conversion Rights.** The Series A Common Stock shall convert into shares of Common Stock as follows:

- i. **Voluntary Conversion.** Holders of shares of the Series A Common Stock do not have the right to voluntarily convert their shares into any other class or series of capital stock of the corporation.
- ii. **Automatic Conversion.** Immediately (A) prior to the closing of an Initial Public Offering (as defined below), but subject to the closing of such Initial Public Offering, or (B) upon a Change of Control (as defined below), each share of Series A Common Stock shall be converted automatically into the number of shares of Common Stock into which such shares of Series A Common Stock are convertible pursuant to this Section 5 as of the date of such Change of Control or as of the closing and consummation of such Initial Public Offering, without any further action by the holders of Series A Common Stock and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, provided, however, the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Common Stock are delivered to the Corporation.

An "Initial Public Offering" shall mean an underwritten public offering pursuant to an effective registration statement filed pursuant to the Securities Act of 1933, as amended.

A "Change of Control" shall mean any merger, consolidation or other corporate reorganization or combination to which the Corporation is a party and as a result of which control of the Corporation is transferred or any sale of all or substantially all of the assets of the Corporation.

- iii. **Number of Shares to be Received upon Automatic Conversion.** The number of shares of Common Stock which a holder of Series A Common Stock shall be

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entitled to receive upon conversion shall be (x) the number of shares of Series B Common Stock being converted multiplied by the greater of (i) \$5 or (ii) the number determined pursuant to the formula set forth in Schedule 3.3 of the Agreement and Plan of Merger dated December 6, 1999, among the Corporation, Buttonwood Business Solutions, Inc., MultiTech Acquisition B Co., and Anthony X. Curry and Enrique Zuniga (the "Series B Conversion Rate") divided by (y) the price per Common Share in the Initial Public Offering or the Change of Control transaction. The calculation of Series B Conversion Rate will be made by the Board of Directors of the Corporation and such calculation shall be final.

- iv. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series B Common Stock. The number of shares of Common Stock issued by the Corporation in connection with such conversion shall be adjusted upward by a single share to eliminate the issuance of any fractional shares.
- v. Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Common Stock.

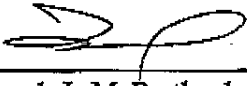
6. Restrictions and Limitations on Corporate Action. Without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of Series B Common Stock, voting as a single class, the Corporation shall not take any corporate action to change any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of Series B Common.

THIRD: The Series B Common Stock has been classified and designated by the Board of Directors of the Corporation pursuant to Article V of the Articles of Incorporation and Section 607.0602 of the FBCA.

FOURTH: These Articles of Amendment have been approved by the Board of Directors of the Corporation in the manner and by the vote required by the FBCA.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed effective as of December 6, 1999.

MULTITECH BROKERAGE SOLUTIONS, INC.

By: 

Frank J. McPartland
President and Chief Executive Officer

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