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Division of Corporations

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BASIC AMENDMENT**MULTITECH BROKERAGE SOLUTIONS, INC.**

Certificate of Status	1
Certified Copy	0
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Amendment

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DIVISION OF CORPORATIONS

MULTITECH BROKERAGE SOLUTIONS, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

SERIES A PREFERRED 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 under 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 February 18, 2000 has designated a series of Preferred Stock, par value \$.001 per share, as Series A Preferred Stock, consisting of 2,000,000 shares of the authorized but unissued Preferred Stock, par value \$.001 per share, authorized the issuance of a maximum of 2,000,000 shares of Series A Preferred Stock, and set the preferences, rights, limitations, and other terms and conditions of the Series A Preferred Stock. Approval of the shareholders of the Corporation was not required.

SECOND: The Series A Preferred 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 2,000,000 shares of Preferred Stock, \$0.001 par value per share, shall be designated "Series A Preferred Stock".
2. **Dividends.** The holders of the Series A Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors of the Corporation out of the assets of the Corporation legally available for such payment of dividends under the FBCA. In the event that the Board of Directors of the Corporation shall declare a dividend payable upon the then outstanding shares of Common Stock (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 Preferred Stock shall be entitled to the amount per share of the Series A Preferred Stock as is declared payable for each share of Common Stock.
3. **Liquidation, Dissolution or Winding-Up.**
 - a. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series A Preferred Stock will be entitled to receive, out of the assets of the Corporation or the proceeds thereof, and prior to and in preference to any payment or distribution to the holders of

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Common Stock, the greater of (i) an amount equal to one dollar (\$1.00) per share of Series A Preferred Stock or (ii) the amount which would have been payable to the holders of Series A Preferred Stock had they timely converted shares of Series A Preferred Stock to Common Stock pursuant to the terms hereof.

- b. Insufficient Assets. If, upon a Liquidation Event, the assets and funds of the Corporation are insufficient to permit payment of the full liquidation preference to the holders of the Series A Preferred Stock, then the holder of Series A Preferred Stock shall share ratably in any distribution of such remaining assets pro rata in proportion to their respective liquidation amounts that would otherwise be payable upon liquidation with respect to the outstanding shares of the Series A Preferred Stock and such other series of Preferred stock if all liquidation preference dollar amounts with respect to such shares were paid in full.
- c. Non-cash Distribution. If any of the assets of the Corporation are to be distributed to shareholders other than in cash under this Section 3 or for any purpose, the value of the assets to be distributed will be deemed its fair market value. Any securities to be distributed to the shareholders shall be valued as follows:
 - (i) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) business days prior to the closing of the transaction;
 - (ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) business days prior to the closing of the transaction; and
 - (iii) If there is no active public market, the value shall be the fair market value thereof, as determined by the Corporation's Board of Directors.
- 4. Voting Power. Except as otherwise required by law, the holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of Series A Preferred Stock could then be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise required by law, the holders of Series A Preferred Stock and Common Stock shall vote together as one class, and the Series A Preferred Stock shall not vote separately as a class. Holder of Series A Preferred Stock

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shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

5. **Conversion.** The holders of the Series A Preferred Stock have conversion rights as follows:

- a. **Right to Convert.** Each share of Series A Preferred 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 the Series A Preferred Stock into shares of Common Stock. The number of shares of Common Stock which a holder of shares of Series A Preferred Stock shall be entitled to receive upon conversion shall be (x) the number of shares of Series A Preferred Stock being converted at any time multiplied by (y) a fraction, the numerator of which is \$1.10 and the denominator of which is the Series A Conversion Value then in effect. The initial "Series A Conversion Value" shall be \$1.00.
- b. **Automatic Conversion.** All outstanding shares of Series A Preferred Stock shall be converted automatically into the number of shares of Common Stock into which such shares of Series A Preferred Stock are convertible pursuant to this Section 5, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, immediately upon the earlier of (i) the sale of the Corporation's Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933 (other than on Form S-4 or S-8 or any successor forms thereto) or (ii) a reorganization transaction of the Corporation involving a merger, consolidation, or other combination to which the Corporation is a party and that results in a change of control of the Corporation, or sale of all or substantially all of the assets that results in a change of control, unless in the event of this subsection (ii) the Corporation's shareholders as constituted immediately before such transaction will, immediately after such transaction, hold more than 50% of the voting power of the surviving or acquiring entity.
- c. **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. The Corporation shall round up fractional shares to which the holder would otherwise be entitled to the nearest whole number. Before any holder of Series A Preferred Stock shall be entitled to convert the such shares into shares of Common Stock and receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at such office that it elects to convert the same. The Corporation shall issue and

deliver at such office to such holder of Series A Preferred Stock a certificate or certificates for the number of shares of Common Stock to which it shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

- d. Reservation of Stock Issuable upon Conversion. 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 A Preferred 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 A Preferred Stock.

6. Adjustment Upon Extraordinary Common Stock Event. Upon the occurrence of an Extraordinary Common Stock Event (as defined below), the Series A Conversion Value shall, simultaneously with the occurrence of such Extraordinary Common Stock Event, be adjusted by multiplying the Series A Conversion Value then in effect by a fraction, the numerator of which shall be the number of shares of common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series A Conversion Value, which, as so adjusted, shall be readjusted in the same manner upon the occurrence of any successive Extraordinary Common Stock Events.

An "Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of the Common Stock.

7. Adjustment Upon Capital Reorganization or Reclassification. If the Common Stock shall be changed into the same or different number of shares of any other class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise (other than an Extraordinary Common Stock Event), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such shares into, in lieu of the number of shares of Common Stock which the holder would otherwise have been entitled to receive, the kind and amount of shares of capital stock and other securities and property receivable upon such reorganization, recapitalization, reclassification or other change by the holders of the number of

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shares of Common Stock into which such shares of Series A Preferred Stock could have been converted immediately prior to such reorganization, recapitalization, reclassification or change, all subject to further adjustment as provided herein.

THIRD: 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 February 18, 2000.

MULTITECH BROKERAGE SOLUTIONS, INC.

By: 
Frank J. McPartland
President and Chief Executive Officer