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

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Q. COULLETTE AUG 28 2000

Examiner's Initials

**Articles of Amendment to
Amended and Restated Articles of Incorporation of
Payformance Corporation**

Pursuant to the authority contained in Section 607.1003 of the Florida Statutes, the Amended and Restated Articles of Incorporation of Payformance Corporation, formerly known as Secure Documents Systems, Inc. (the "Corporation"), filed with the State of Florida Department of State on February 9, 2000, as corrected by the Articles of Correction to Amended and Restated Articles of Incorporation of the Corporation filed with the State of Florida Department of State on February 21, 2000, are hereby amended by these Articles of Amendment to Amended and Restated Articles of Incorporation of Payformance Corporation.

1. The document being amended hereunder is the Amended and Restated Articles of the Corporation, filed with the State of Florida Department of State on February 9, 2000, as corrected by the Articles of Correction to Amended and Restated Articles of Incorporation of the Corporation filed with the State of Florida Department of State on February 21, 2000.
2. The amendment was duly adopted by the Board of Directors of the Corporation and unanimously approved by all of the shareholders holding all of the issued and outstanding shares of the Corporation, each on August 25, 2000.
3. The applicable sections of the Amended and Restated Articles of Incorporation being amended hereby, as amended, are as follows:

- a. Article IV, Capital Stock, is hereby amended to read as follows:

The authorized number of shares of stock of the Corporation is 24,226,544 shares of stock, of which 20,000,000 are classified as shares of common stock, \$0.001 par value per share (the "Common Stock") and 4,226,544 are classified as shares of Series B Convertible Preferred Stock, \$0.001 par value per share (the "Convertible Preferred Stock").

- c. The definition of "Deemed Investment Amount, as contained in Article V, Designation Of Terms Of Convertible Preferred Stock, is hereby amended to read as follows:

"Deemed Investment Amount" means (1) with respect to Stonehenge, an amount equal to \$2,650,000; (2) with respect to BOCP, an amount equal to \$1,500,000; (3) with respect to Dent, an amount equal to \$200,000, (4) with respect to Davis, an amount equal to \$550,000; (5) with respect to BOFC, an amount equal to \$750,000, and (6) with respect to William D. Meadow, an amount equal to \$100,000.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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d. The definition of "Deemed Investment Amount Per Share," as contained in Article V, Designation Of Terms Of Convertible Preferred Stock, is hereby amended to read as follows:

"Deemed Investment Amount Per Share" means (1) with respect to Stonehenge, an amount equal to \$1.50571; (2) with respect to BOCP, an amount equal to \$1.15206; (3) with respect to Dent, an amount equal to \$1.15206; (4) with respect to Davis, an amount equal to \$1.28975; (5) with respect to BOFC, an amount equal to \$1.50571, and (6) with respect to William D. Meadow, an amount equal to \$1.50571.

d. Section (E)(5) of Article V, Designation of Terms of Convertible Preferred Stock is hereby amended by changing the number "2,062,569" in subsection (b)(i) to "2,124,463."

IN WITNESS WHEREOF, the undersigned, being the duly elected Assistant Secretary of Payformance Corporation has hereunto set his hand and seal this 28th day of August, 2000.

By: 

Fred W. Baggett

Assistant Secretary