

P94000053736

Shenberg Training  
(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

Call June @ 222-6891 when ready. Thanks!

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

1. Payformance Corporation  
(Corporation Name)

(Document #)

400004043674--9

-04/23/01--01002--015

2. (Corporation Name)

(Document #)

\*\*\*\*\*35.00 \*\*\*\*\*35.00

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Service

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 23 PM 1:47

FILED

Examiner's Initials

1001

4/23/01

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

01 APR 23 PM 1:47  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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, and as further amended by the Articles of Amendment To Articles of Incorporation of Payformance Corporation filed with the State of Florida Department of State on August 28, 2000, are hereby amended by these Second 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, and as further amended by the Articles of Amendment To Articles of Incorporation of Payformance Corporation filed with the State of Florida Department of State on August 28, 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 March 30, 2001.
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 25,778,349 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 5,778,349 are classified as shares of Series B Convertible Preferred Stock, \$0.001 par value per share (the "Convertible Preferred Stock").

- b. 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 BOCF, an amount equal to \$1,500,000; (3) with respect to Dent, an amount equal to \$500,000; (4) with respect to Davis, an amount equal to \$1,100,000; (5) with respect to BOCF, an amount equal to \$750,000; (6) with respect to William D. Meadow, an amount equal to \$300,000; (7) with respect to Fredric W. Baggett, an amount equal to \$100,000; and (8) with respect to SRBG an amount equal to \$1,000,000.

c. 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 \$1.33850; (4) with respect to Davis, an amount equal to \$1.38784; (5) with respect to BOCF, an amount equal to \$1.50571, (6) with respect to William D. Meadow, an amount equal to \$1.50571, (7) with respect to Fredric W. Baggett, an amount equal to \$1.50571, and (8) with respect to SRBG an amount equal to \$1.50571.

d. The definition of "Purchase Agreement" as contained in Article V, Designation Of Terms Of Convertible Preferred Stock, is hereby amended to read as follows:

"Purchase Agreement" means the Convertible Preferred Stock Purchase Agreement by and between the Corporation, Banc One Capital Partners, LLC ("BOCP"), a Delaware limited liability company, David R. Dent ("Dent"), T. Wayne Davis ("Davis") Stonehenge Opportunity Fund, LLC ("Stonehenge"), a Delaware limited liability company, and BOCF, LLC ("BOCF"), a Florida limited liability company dated February 9, 2000, as modified by that certain First Amendment To Convertible Preferred Stock Purchase Agreement entered into by and between the Corporation, BOCP, Dent, Davis, Stonehenge, BOCF, and William Meadow, an individual ("Meadow"), effective as of August 23, 2000, and as further amended by that certain Second Amendment To Convertible Preferred Stock Purchase Agreement by and between the Corporation, BOCP, Dent, Davis, Stonehenge, BOCF, Meadow, Fredric W. Baggett, and individual ("Baggett"), and SRBG, Inc., a Georgia corporation ("SRBG"), effective as of March 30, 2001, as may be modified, amended or restated from time to time.

e. Section (F)(1) of Article V, Rights To Elect Directors, is hereby amended to read as follows:

(6) Rights To Elect Directors.

(a) Commencing on the date of the first meeting of stockholders of the Corporation (or written consent in lieu of such a meeting) for the purpose of electing directors after the closing and issuance of stock pursuant to the Second Amendment To Convertible Preferred Stock Purchase Agreement dated as of March 30, 2001 and thereafter for so long as any shares of Convertible Preferred Stock shall be outstanding, the Board of Directors shall consist of seven (7) members each to be elected for a term ending at the next annual meeting of stockholders and his successor being elected and qualified in accordance with the provisions hereof. Stonehenge shall be entitled to elect one Director (the "Stonehenge Director") who shall initially be Michael Thomas, BOCP shall be entitled to elect one Director (the "BOCP Director") who shall initially be Steven Lux, a majority of the combined shares of Convertible Preferred Stock held by Davis, Dent and Baggett shall be entitled to elect two Directors (the "DDB Director") who shall initially be Davis and Dent, SRBG shall be entitled to elect one Director (the "SRBG Director"),

who shall initially be Jack Jones (the Stonehenge Director, the BOCF Director, the DDB Director and the SRBG Director are collectively, the "Convertible Preferred Directors," and individually a "Convertible Preferred Director") and the holders of the shares of Common Stock, voting separately as a single class, shall be entitled to elect the remaining two (2) Directors (collectively, the "Common Directors," and individually a "Common Director"), one of which shall initially be Fredric W. Baggett.

f. The first paragraph of Section 1 of Article VI, Preemptive Rights, is hereby amended to read as follows:

Section 1. Definitions. All capitalized terms not otherwise defined herein shall have the definitions set forth in the Glossary of Defined Terms, as may be amended from time to time, attached to that certain Convertible Preferred Stock Purchase Agreement originally by and between the Corporation, Stonehenge Opportunity Fund, LLC, T. Wayne Davis, BOCF, LLC, Banc One Capital Partners, LLC, and David R. Dent, originally dated as of February 9, 2000, as amended from time to time (the "Purchase Agreement"), which definitions are, to the extent applicable, incorporated in this Preemptive Rights Article by reference and the following terms have the meanings set forth below when used in this Preemptive Rights Article, the Purchase Agreement and any other Related Documents.

g. The following definition is added to Section 1 of Article VI, Preemptive Rights:

"Holder" means, as of any date of determination, any Person then owning of record any shares of Common Stock or shares convertible into shares of common stock.

IN WITNESS WHEREOF, the undersigned, being the duly elected Exec. V.P. of Payformance Corporation, has hereunto set his hand and seal this 20 day of April, 2001.

By: [Signature]  
Name: Fred W. Baggett  
Title: Exec. V.P.