

P94000053736

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

1. PAYFORMANCE CORPORATION P94000053736  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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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

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TALLAHASSEE, FLORIDA

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

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C. Coulllette

MAY 22 2002

Examiner's Initials

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12 MAY 22 PM 3:09  
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TALLAHASSEE, FLORIDA

**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, 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, 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 April 23, 2001, 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, 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 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 April 23, 2001.

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 April 26, 2002.

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 36,210,771 shares of stock, of which 30,000,000 are classified as shares of common stock, \$0.001 par value per share (the "Common Stock") and 6,210,771 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 \$2,790,607; (2) with respect to BOCP, an amount equal to \$1,579,589; (3) with respect to Dent, an amount equal to \$710,612; (4) with respect to Davis, an amount equal to \$1,579,183; (5) with respect to BOCF, an amount equal to \$789,794; (6) with respect to

William D. Meadow, an amount equal to \$723,806; (7) with respect to Fredric W. Baggett, an amount equal to \$150,000, (8) with respect to Neal G. Anderson an amount equal to \$81,500; (9) with respect to Todiway Partners, Ltd., an amount equal to \$150,000; and (10) with respect to Eunice Davis McNeill Living Trust, an amount equal to \$150,000.

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 \$1.38014; (4) with respect to Davis, an amount equal to \$1.41859; (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, (8) with respect to Anderson an amount equal to \$1.50571, (9) with respect to Todiway Partners, Ltd., an amount equal to \$1.50571, and (10) with respect to the Eunice Davis McNeill Living Trust, 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, effective as of August 23, 2000, and as further modified by that certain Second Amendment To Convertible Preferred Stock Purchase Agreement, effective as of March 30, 2001, and as further modified by that certain Third Amendment To Convertible Preferred Stock Purchase Agreement, effective as of April 26, 2002 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 Third Amendment To Convertible Preferred Stock Purchase Agreement 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: (i) Stonehenge shall be entitled to elect one Director (the "Stonehenge Director") who shall initially be Michael Thomas; (ii) BOCP shall be entitled to elect one Director (the "BOCP Director") who shall initially be Steven Lux; (iii) a majority of the combined shares of Convertible Preferred Stock held by Davis, Dent, Baggett and Anderson shall be entitled to elect two Directors (the "DDB Director") who shall initially be Davis and Dent, (the Stonehenge Director, the BOCP Director, and the DDB Director are collectively, the "Convertible Preferred Directors," and individually a "Convertible Preferred Director"); (iv) 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 and (v) the Chief Executive Officer of the Corporation shall be a member of the Board of Directors.

Except as specifically amended hereby, the Amended and Restated Articles of Incorporation of Payformance Corporation, as previously amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the duly elected Chairman of Board of Payformance Corporation, has hereunto set his hand and seal this 26 day of April, 2002.

By: William D. Meadon  
Name: William D. Meadon  
Title: Chairman