

# P96000007235

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## BASIC AMENDMENT

### FUTURETRAK INTERNATIONAL, INC.

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
FUTURETRAK INTERNATIONAL, INC.**

Pursuant to Sections 607.1006 and 607.0602 of the Business Corporation Act of the State of Florida, the undersigned President of FutureTrak International, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida adopts the following amendments to its Articles of Incorporation.

1. The Corporation filed its Articles of Incorporation on January 24, 1996, which were assigned document number P96000007235.
2. The following Amendments to the Articles of Incorporation were adopted by all of the directors of the Corporations by unanimous written of the Board of Directors on October 8, 1999, in the manner prescribed by the Florida Business Corporation Act.
3. The Articles of Incorporation of the Corporation, as amended, authorizes 5,000,000 shares of preferred stock, par value \$.001 per share, none of which shares are issued and outstanding.
4. The Board of Directors is authorized at any time to provide for the issuance of shares of preferred stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relations, participating, optional or other special rights, qualifications, limitations or restrictions thereof.
5. The Board of Directors desires, pursuant to its authority as aforesaid, to designate a new series of preferred stock, set the number of shares constituting such series, and fix the rights, preferences, privileges and restrictions of such series.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby designates a new series of preferred stock and, in accordance therewith, Article IV entitled, "Capital Stock" of the Articles of Incorporation of this Corporation is revised to include the number of shares constituting such series and the rights, preferences, privileges and restrictions relating to such series as follows:

BRIAN PEARLMAN, ESQ. FLORIDA BAR #0157023  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., Ste. 1900  
FL Lauderdale, FL 33301 (954) 763-1200

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1. **Designation and Amount.** The shares of such series shall be designated as the Series A 10% Convertible Preferred Shares (the "Series A Preferred Shares") and shall have a stated value of \$10.00 (the "Stated Value") per share, and the number of shares constituting such series shall be 4,000,000.

2. **Dividends and Distributions.** None.

3. **Voting Rights.** Except as otherwise provided by law, the holders of Series A Preferred Shares shall have no voting rights and their consent shall not be required (except to the extent required by law) for taking any corporate action.

4. **Reacquired Shares.** Any Series A Preferred Shares purchased or otherwise acquired by the Corporation in any manner whatsoever shall constitute authorized but unissued preferred shares and may be reissued as part of a new series of preferred shares by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein, in the Articles of Incorporation, or in any other Certificate of Designation creating a series of preferred shares or as otherwise required by law.

5. **Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (upon liquidation, dissolution or winding up) to the Series A Preferred Shares unless, prior thereto, the holders of Series A Preferred Shares shall have received \$10.00 per share, plus an amount equal to accrued and unpaid dividends thereon to the date of such payment.

6. **Consolidation, Merger, Exchange, etc.** In case the Corporation shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which the Common Shares are exchanged for or changed into other stock or securities, money and/or any other property, then in any such case the Series A Preferred Shares shall at the same time be similarly exchanged or changed into preferred shares of the surviving entity providing the holders of such preferred shares with (to the extent possible) the same relative rights and preferences as the Series A Preferred Shares.

7. **Conversion.**

(a) The Series A Preferred Shares will be convertible into shares of Common Stock, \$.01 par value, of the Corporation (the "Common Shares") only upon an event of default as defined pursuant to that certain Loan Agreement by and between the Company and Diamond Point Partners, LLC by delivering a notice of conversion to the Company. Such conversion shall be effected by dividing the Stated Value of the Series A

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Preferred Shares to be converted by the conversion price of \$10.00 per share. All notices of conversion and other notices given by the Holder or the Corporation pursuant to this Certificate may be given by facsimile transmission, shall be effective only when received, and must be received by 5:00 p.m. (based on the recipient's local time) on the applicable business day when such notice is due to be effective on such day.

(b) In connection with any conversion of the Series A Preferred Shares by a Holder the Corporation shall issue and deliver to the Holder a legended certificate or certificates for the number of Common Shares to which the Holder shall be entitled within three (3) business days (the "Deadline") after receipt by the Corporation of the duly executed notice of conversion and the original Series A Preferred Shares being converted, with an executed stock power.

(c) If, prior to the date on which all shares of Series A Preferred Shares are converted, the Corporation shall (1) pay a dividend in shares of Common Stock or make a distribution in shares of Common Stock, (2) subdivide its outstanding Common Stock, (3) combine its outstanding Common Stock into a smaller number of shares of Common Shares or (4) issue by reclassification of its Common Stock other securities of the Corporation, the Conversion Price in effect on the opening of business on the record date for determining stockholders entitled to participate in such transaction shall thereupon be adjusted, or, if necessary, the right to convert shall be amended, such that the number of shares of Common Stock receivable upon conversion of the shares of Series A Preferred Shares immediately prior thereto shall be adjusted so that the Series A Holder shall be entitled to receive, upon the conversion of such shares of Series A Preferred Shares, the kind and number of shares of Common Stock or other securities of the Corporation which it would have owned or would have been entitled to receive after the happening of any of the events described above had the Series A Preferred Shares been converted immediately prior to the happening of such event or any record date with respect thereto. Any adjustment made pursuant to this subparagraph 7(c) shall become effective immediately after the effective date of such event and such adjustment shall be retroactive to the record date, if any, for such event. No adjustment with respect to any ordinary cash dividends on shares of Common Stock shall be made.

8. **Vote to Change the Terms of Series A Preferred Shares.**

The Approval of the Board of Directors and the affirmative vote at a meeting duly called by the Board of Directors for such purpose (or the written consent without a meeting) of the holders of not less than two-thirds (2/3) of the then outstanding Series A Preferred Shares shall be required to amend, alter, change or repeal any of the powers, designations, preferences and rights of the Series A Preferred Shares.

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The foregoing amendment was duly adopted by the Board of Directors of the Corporation, dated as of October 8, 1999, pursuant to Sections 607.0821 and 607.0602 of the Florida Business Corporation Act which does not require shareholder approval.

IN WITNESS WHEREOF, I have executed this Amendment this 8th day of October, 1999.

  
Steve Remondini  
President and Director

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