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CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: MWSOFT, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MWSOFT, INC.**

MWSOFT, INC., a Florida corporation (the "Corporation"), pursuant to Section 607.1007, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is MWSOFT, INC.
2. The Amended and Restated Articles of Incorporation are as follows:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

MWSOFT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 2,337,994, shares, consisting of 2,000,000 shares of common stock, par value \$0.01 per share ("Common Stock"), 225,000 shares of Series A Convertible Preferred Stock, par value \$1.333 per share ("Series A Stock"), and 112,994 shares of Series B Convertible Preferred Stock, par value \$5.31 per share ("Series B Stock"). The Common Stock shall consist of 250,000 shares of Non-Voting Common Stock, par value \$0.01 per share ("Non-Voting Common Stock"), and 1,750,000 shares of Voting Common Stock, par value \$0.01 per share ("Voting Common Stock"). The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

A. Common Stock. Subject to the rights of holders of Series A Stock and holders of the Series B Stock and except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash,

This document was prepared by:

Bradford D. Went, Esquire

Florida Bar Number: 769523

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4500

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stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

1. Non-Voting Common Stock. The holders of Non-Voting Common Stock shall not be entitled to vote on any matters to be voted on by the shareholders of the Corporation. The shares of Non-Voting Common Stock shall convert to shares of Voting Common Stock upon (i) a public offering of Voting Common Stock by the Corporation pursuant to a registration statement filed with the Securities and Exchange Commission; or (ii) upon the approval of the holders of a majority of the shares of Voting Common Stock and Series B Stock (voting together as a single class) and Series A Stock.

2. Voting Common Stock. The holders of Voting Common Stock shall be entitled to one vote per share of Voting Common Stock held with respect to all matters to be voted on by the shareholders of the Corporation.

B. Series A Stock. The rights, preferences, privileges, restrictions and other matters relating to the Series A Stock are as follows:

1. (a) Dividends. No dividend or other distribution shall be paid, or declared and set apart for payment (other than dividends of Common Stock on the Common Stock of the Corporation) on the shares of any class or series of capital stock of the Corporation unless and until a dividend of equal or greater amount (calculated as if the shares of Series A Stock had been converted to Common Stock on the date the dividend is declared) is first declared and paid with respect to the Series A Stock.

(b) Mandatory Dividends on the Series A Stock. Commencing one month after the Corporation has total revenues (including shipping and handling revenues) exceeding \$100,000 for the preceding month (as determined using generally accepted accounting principals), the Corporation shall declare and pay a monthly dividend thereafter on the Series A Stock equal to \$0.02 per share of Series A Stock, with such dividend to be paid on or before the tenth day of each month. Such \$0.02 per share dividend shall not exceed 5% of the applicable month's revenues and shall be reduced, if necessary, for the applicable month based on the 5% of revenues formula. Commencing one month after the Corporation has had total revenues (including shipping and handling revenues) exceeding \$200,000 for the preceding month (as determined using generally accepted accounting principles), the Corporation shall declare and pay a monthly dividend on the Series A Stock equal to \$0.03 per share, with such dividend to be paid on or before the tenth day of each month. Such \$0.03 per share dividend shall not exceed 5% of the applicable month's revenues and shall be reduced, if necessary, for the applicable month based on the 5% of revenues formula. The cumulative dividends paid on the Series A Stock shall not exceed \$900,000. In the event that the Corporation fails to pay such dividends after written notice of such failure to pay, giving the Corporation thirty days within which to cure such failure to pay, the holders of a majority of the shares of Series A Stock shall have the right to immediately remove all the Common Directors, reduce the size of the Board of Directors to

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three persons, and elect persons designated by the holders of a majority of the shares of Series A Stock to fill the required two positions on the Board of Directors.

2. Liquidation Preference.

(a) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock or the Series B Stock by reason of their ownership thereof, an amount equal to (a) \$1.333 per share (adjusted for any combinations, consolidations, stock distributions, or stock dividends with respect to such shares), plus (b) an amount equal to \$0.0111 per share for each full month that such share of Series A Stock shall have been outstanding since November 15, 1996 (the "Series A Liquidation Preference") as of the date of such Liquidation. Written notice of any such liquidation, stating a payment date, the place where such payment shall be made, and the amount of each liquidating payment shall be given by first class mail, postage paid, not less than fifteen (15) days prior to the payment date stated therein, to each holder of record of Series A Stock at such holder's address as shown on the records of the Corporation. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment to such holders of the full Series A Liquidation Preference amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(b) Distribution of Remaining Amounts. In the event of any Liquidation which results in distributable funds to the Corporation in excess of the full Series A Liquidation Preference amount and the full Series B Liquidation Preference amount, then such excess shall be distributed ratably among the holders of Series A Stock, Series B Stock and Common Stock.

(c) Consolidation Merger, etc. A consolidation or merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% or the voting power of the purchasing entity) shall be deemed to be a Liquidation.

3. Voting Rights. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of Voting Common Stock into which such share of Series A

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Stock could then be converted, on a one for one basis, and shall have voting rights and powers of the Voting Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Voting Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

4. Conversion and Redemption. The holders of Series A Stock shall have conversion and redemption rights as follows:

(a) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such shares, at the office of the Corporation or any transfer agent for such stock, into one fully paid and nonassessable share of Voting Common Stock.

(b) Adjustment for Subdivisions, Combinations or Consolidations of Common Stock and Stock Dividends. In the event the outstanding shares of Common Stock shall be subdivided (by stock split or otherwise) into a greater number of shares of Common Stock, or a dividend or distribution of Common Stock payable to all holders of Common Stock shall be made (or a record date for such dividend declared), the number of shares of Common Stock into which the Series A Stock may be converted shall, concurrently with the effectiveness (or record date) of such subdivision or dividend, be proportionately increased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the number of shares of Common Stock into which the Series A Stock may be converted shall, concurrently with the effectiveness of such combination or consolidation, be proportionately decreased.

(c) Adjustments for Other Distributions. In the event the Corporation, at any time or from time to time, makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than Common Stock, then, in each such event, provision shall be made so that the holders of the Series A Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this paragraph B.4. with respect to the rights of the holders of Series A Stock.

(d) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the Corporation

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to another corporation (other than a merger, sale of assets or other reorganization referred to in subparagraph B.2.(c) hereof or a subdivision or combination of shares referred to in subparagraph B.4.(b) above), the number of shares of Common Stock into which each share of Series A Stock may be converted shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that each share of Series A Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Stock immediately before such event, and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of the Series A Stock, to the end that the provisions set forth herein (including provisions with respect to change in and other adjustments of the number of shares of Common Stock into which each such share of Series A Stock may be converted) shall thereafter be applicable, as nearly as reasonably may be possible in relation to any shares of Series A Stock or other property thereafter deliverable upon the conversion of the Series A Stock.

(c) Conversion Value. Each share of Series A Stock initially shall be convertible into one share of the Corporation's Common Stock (the "Conversion Rate") based upon a conversion value per share of Series A Stock equal to \$1.333 (the "Conversion Value"), which Conversion Rate and Conversion Value are subject to adjustment as hereinafter provided. Upon and following any adjustment to the Conversion Rate as hereinafter provided, each share of Series A Stock shall be convertible into that number of shares of Common Stock equal to the Conversion Rate in effect following such adjustment.

(f) Procedure for Conversion. In order to exercise the conversion privilege granted in subparagraph B.4.(a) above, a holder of Series A Stock shall surrender the certificate or certificates representing the shares of Series A Stock being converted to the Corporation at its principal offices, accompanied by written notice to the Corporation that such holder elects to convert the same. Such notice shall also state the number of shares to be converted and the name or names (with addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion are to be issued and, in the case of multiple certificates, the allocation of such to-be-converted shares of Series A Stock between or among such named persons. As promptly as practicable after the receipt of such notice and surrender of the certificate or certificates as aforesaid, the Corporation shall issue and deliver to such holder, or on its written order to a third party designated by the holder as the proper and duly authorized recipient thereof, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the Series A Stock, together with payment of the unpaid dividends on the shares of Series A Stock so converted declared through the date of written notice of conversion, if any. Such conversion shall be deemed to have been effected at the close of business on the date on which such notice shall have been received by the Corporation and the shares of Series A Stock shall have been surrendered as aforesaid. No fractional shares of Common Stock shall be issued upon

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conversion of shares of Series A Stock and any portion of the Conversion Value thereof which would otherwise be convertible into a fractional share of Common Stock shall be paid in cash. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series A Stock surrendered for conversion, the Corporation shall issue and deliver to the holder of the certificate surrendered for conversion, a new certificate covering the number of shares of Series A Stock representing the unconverted portion of the certificates so surrendered.

(g) Further Adjustment to Conversion Rate and Conversion Value of Series A Stock. In addition to the adjustments which may be made to the Conversion Rate and Conversion Value of all Series A Stock as provided in subparagraphs B.4.(b), (c) and (d) above, if at any time shares of Series A Stock are outstanding, the Conversion Value and the Conversion Rate of the Series A Stock shall be adjusted in amount and number as provided below:

(1) If the Corporation shall sell or issue shares of Common Stock (including shares now or hereafter held in the treasury of the Corporation) at a price per share which is less than the Conversion Value then in effect for Series A Stock, that Conversion Value shall be adjusted by multiplying such Conversion Value by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock obtainable upon conversion of the Series A Stock outstanding plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of additional shares of Common Stock so issued would purchase at the Conversion Value of Series A Stock in effect immediately prior to such issuance and the denominator of which shall be the number of shares of Common Stock obtainable upon conversion of the Series A Stock outstanding plus the number of additional shares of Common Stock so issued. The Conversion Rate of Series A Stock immediately prior to the date of such issuance (as previously adjusted hereunder) shall be adjusted by dividing such Conversion Rate of Series A Stock by a fraction, of which the numerator shall be the Conversion Value of Series A Stock adjusted pursuant to the immediately preceding sentence, and of which the denominator shall be the Conversion Value of Series A Stock in effect immediately prior to such adjustment, such adjustment to be immediately effective thereafter.

(2) If the Corporation shall sell or issue options, rights or warrants entitling the holders thereof to subscribe for or purchase shares of Common Stock at a price per share which, when added to the consideration (per share of Common Stock), if any, received for such options, rights or warrants is less than the Conversion Value of the Series A Stock then in effect, that Conversion Value of the Series A Stock shall be adjusted by multiplying such Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock obtainable upon conversion of the Series A Stock outstanding plus the number of shares of Common Stock which the aggregate purchase price of the total number of options, rights or warrants so offered (together with the exercise price of such options, rights or warrants) would purchase at the Conversion Value of the Series A Stock in effect immediately prior to such issuance, and the denominator of which shall be

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the number of shares of Common Stock obtainable upon conversion of the Series A Stock outstanding plus the number of additional shares of Common Stock that may be obtained upon the exercise of such options, rights or warrants. The Conversion Value of the Series A Stock immediately prior to the date of such issuance (as previously adjusted hereunder) shall be adjusted by dividing such Conversion Rate of the Series A Stock by a fraction, of which the numerator shall be the Conversion Value of the Series A Preferred Stock adjusted pursuant to the immediately preceding sentence, and of which the denominator shall be the Conversion Value of the Series A Preferred Stock in effect immediately prior to such adjustment, such adjustment to be immediately effective thereafter.

(3) If the Corporation shall sell or issue securities convertible into Common Stock entitling the holders thereof to convert such securities into shares of Common Stock at a price per share which, when added to the consideration (per share of Common Stock) received for such securities is less than the Conversion Value of the Series A Stock then in effect, that Conversion Value of the Series A Stock shall be adjusted by multiplying such Conversion Value of the Series A Preferred Stock by a fraction, the numerator of which shall be the number of shares of Common Stock obtainable upon conversion of the Series A Preferred Stock outstanding plus the number of shares of Common Stock which the aggregate purchase price of such convertible securities (together with the aggregate amount, if any, required to be paid upon conversion of such securities) would purchase at the Conversion Value in effect immediately prior to such issuance, and the denominator of which shall be the number of shares of Common Stock obtainable upon conversion of the Series A Preferred Stock outstanding plus the number of additional shares of Common Stock issuable upon conversion of such convertible securities so issued. The Conversion Rate immediately prior to the date of such issuance (as previously adjusted hereunder) shall be adjusted by dividing such Conversion Rate by a fraction, of which the numerator shall be the Conversion Value of the Series A Preferred Stock adjusted pursuant to the immediately preceding sentence, and of which the denominator shall be the Conversion Value of the Series A Preferred Stock in effect immediately prior to such adjustment, such adjustment to be immediately effective thereafter. If such convertible securities shall by their terms provide for an increase or increases with the passage of time or otherwise in the conversion price thereof, the Conversion Value of the Series A Preferred Stock and the Conversion Rate of the Series A Preferred Stock shall forthwith upon any such increase becoming effective be readjusted (but to no greater extent than originally adjusted by reason of such issuance or sale) to reflect the same; provided, that upon the expiration or termination of the conversion rights under said convertible securities if any such conversion rights shall not have been exercised, then the Conversion Value of the Series A Stock and the Conversion Rate of the Series A Stock shall forthwith be readjusted and thereafter be the rate at which they would have been had an adjustment been made on the basis that (x) the Corporation issued and sold a number of shares of Common Stock equal to those actually issued upon exercise of such conversion rights, and (y) such shares were issued and sold for a consideration equal to the aggregate conversion price in effect under the conversion rights actually exercised at the respective dates of their exercise.

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(4) Notwithstanding anything contained herein to the contrary, the provisions of subparagraph B.4.(g) shall not apply with respect to the issuance of the Excluded Securities as hereinafter defined. For the purposes hereof, "Excluded Securities" shall mean and include the following:

(i) Shares of Common Stock to be issued in connection with the exercise of options to be granted to employees of the Corporation pursuant to the terms of a stock option plan or plans approved by the Corporation's Board of Directors to purchase up to 192,000 shares of Common Stock in the aggregate (subject to appropriate adjustments in the event of stock dividends, stock splits or similar capital adjustments or recapitalizations) upon the vesting and subsequent exercise of such options together with any such shares that are repurchased by the Corporation and reissued to any such employees pursuant to such plan or plans;

(ii) Shares of Common Stock issued upon conversion of Series A Stock;

(iii) Shares of Common Stock issued as a dividend or distribution on Series A Stock; or

(iv) Shares of Common Stock issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that are "Excluded Securities" by reason of the foregoing clauses (ii) and (iii) of this clause (4).

(h) Redemption of Series A Stock.

(1) Optional Redemption. On or after November 15, 2000, and provided that no Initial Public Offering of the Corporation's securities shall have occurred, the holders of a majority of the Series A Stock shall have the right to require the Corporation to redeem the Series A Stock on the following terms:

(i) The redemption price (the "Series A Redemption Price") for each share of Series A Stock shall be the Series A Liquidation Preference.

(ii) Notice of the redemption shall be in writing, executed by the holders of a majority of the shares of Series A Stock then outstanding and delivered to the Corporation.

(iii) The Corporation shall deliver to each holder of Series A Stock ("Series A Holder") a notice stating that the Corporation has been required to redeem such of the Series A Stock as the holders thereof shall desire to be redeemed. Within thirty days following the delivery of such notice, each holder of Series A Stock who shall desire the Corporation to redeem such shares shall surrender the stock certificates

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representing its ownership of all such shares, together with its written demand for redemption.

(iv) Upon receipt of each such stock certificate and demand for redemption, the Corporation shall deliver to each such Series A Holder the Series A Redemption Price in immediately available funds; provided, however, to the extent the Corporation is unable to pay such amount to the Series A Holder because (i) the payment would impair the Corporation's finances so as to render the Corporation insolvent or unable to pay its debts or obligations in the usual course of business pursuant to applicable laws, or (ii) the payment would cause the Corporation to be in violation of any applicable provision of corporate law or any other applicable law, or any contract, instrument or agreement to which the Corporation is a party and which was executed in connection with or evidences any debt of the Corporation, then the Corporation shall pay (pro rata to the Series A Holders, according to the aggregate Series A Redemption Price to be paid to each Series A Holder) the maximum amount that it is permitted to pay at the time and place specified in the Corporation's notice to the Series A Holder and the balance shall be payable pursuant to the terms of a promissory note delivered by the Corporation to each Series A Holder (collectively the "Series A Redemption Notes"). The Series A Redemption Notes shall provide for the payment of the aggregate Series A Redemption Price in eight equal quarterly installments, together with interest at the rate of 10% per year. The Series A Redemption Notes may be prepaid without penalty.

(i) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph B.4. and in the taking of all such action as may be necessary or appropriate in order to protect the conversion and redemption rights of the holders of Series A Stock against impairment.

(j) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the number of shares of Common Stock into which each share of Series A Stock may be converted pursuant to this paragraph B.4., the Corporation at its expense shall promptly compute such adjustments or readjustment in accordance with the terms hereof and furnish to each holder of Series A Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation, shall, upon the written request at any time of any holder of Series A Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Stock.

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(k) Notices of Record Data. In the event of any taking by the Corporation of record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or gift convertible into or entitling the holder thereof to receive common stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Stock at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(l) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(m) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A 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 Series A Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(n) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series A Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(o) Notices. Any notice required by the provisions of this paragraph B.4. to be given to the holders of the shares of Series A Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books

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of the Corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this subparagraph B.4.(c) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Corporation.

5. No Reissuance of Series A Stock. No share or shares of Series A Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued.

C. Series B Stock. The rights, preferences, privileges, restrictions and other matters relating to the Series B Stock are as follows:

1. Dividends. No dividend or other distribution shall be paid, or declared and set apart for payment (other than dividends of Common Stock on the Common Stock of the Corporation or the mandatory dividends on the Series A Stock provided for above), on the shares of any class or series of capital stock of the Corporation unless and until a dividend of equal or greater amount (calculated as if the shares of Series B Stock had been converted to Common Stock on the date the dividend is declared) is first declared and paid with respect to the Series B Stock.

2. Liquidation Preference.

(a) Liquidation. In the event of any Liquidation, the holders of the Series B Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to (a) \$5.31 per share (adjusted for any combinations, consolidations, stock distributions, or stock dividends with respect to such shares), plus (b) an amount equal to \$0.04425 per share for each full month that such share of Series B Stock shall have been outstanding (the "Series B Liquidation Preference") as of the date of such Liquidation; provided, however, that payment of the Series B Liquidation Preference shall be junior in all respects to payment of the Series A Liquidation Preference. Written notice of any such liquidation, stating a payment date, the place where such payment shall be made, and the amount of each liquidating payment shall be given by first class mail, postage paid, not less than fifteen (15) days prior to the payment date stated therein, to each holder of record of Series B Stock at such holder's address as shown on the records of the Corporation. If upon the occurrence of such event, and after payment in full of the Series A Liquidation Preference, the assets and funds thus distributed among the holders of the Series B Stock shall be insufficient to permit the payment to such holders of the full Series B Liquidation Preference amount, then the entire assets and funds of the Corporation legally available for distribution after payment in full of the Series A Liquidation Preference shall be distributed ratably among the holders of Series B Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

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(b) Distribution of Remaining Amounts. In the event of any Liquidation which results in distributable funds to the Corporation in excess of the full Series A Liquidation Preference amount and the full Series B Liquidation Preference amount, then such excess shall be distributed ratably among the holders of Series A Stock, Series B Stock and Common Stock.

(c) Consolidation Merger, etc. A consolidation or merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% or the voting power of the purchasing entity) shall be deemed to be a Liquidation.

3. Voting Rights. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series B Stock shall be entitled to the number of votes equal to the number of shares of Voting Common Stock into which such share of Series B Stock could then be converted, on a one for one basis, and shall have voting rights and powers of the Voting Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

4. Conversion and Redemption. The holders of Series B Stock shall have conversion and redemption rights as follows:

(a) Right to Convert. Each share of Series B Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such shares, at the office of the Corporation or any transfer agent for such stock, into one fully paid and nonassessable share of Common Stock.

(b) Automatic Conversion. Each share of Series B Stock shall automatically convert into one fully paid and non-assessable share of Common Stock upon the effectiveness of a Registration Statement filed by the Corporation under the Securities Act of 1933, as amended, with respect to a public offering by the Corporation of its Common Stock at a price to the public of not less than \$11.00 per share (subject to adjustment on the same basis as the number of shares of Common Stock into which the Series B Stock may be converted) and gross proceeds to the Corporation of not less than \$5,000,000 (a "Qualified Offering").

(c) Adjustment for Subdivisions, Combinations or Consolidations of Common Stock and Stock Dividends. In the event the outstanding shares of Common Stock

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shall be subdivided (by stock split or otherwise) into a greater number of shares of Common Stock, or a dividend or distribution of Common Stock payable to all holders of Common Stock shall be made (or a record date for such dividend declared), the number of shares of Common Stock into which the Series B Stock may be converted under subparagraphs C.4.(a) and C.4.(b) above shall, concurrently with the effectiveness (or record date) of such subdivision or dividend, be proportionately increased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the number of shares of Common Stock into which the Series B Stock may be converted under subparagraphs C.4.(a) and C.4.(b) above shall, concurrently with the effectiveness of such combination or consolidation, be proportionately decreased.

(d) Adjustments for Other Distributions. In the event the Corporation, at any time or from time to time, makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than Common Stock, then, in each such event, provision shall be made so that the holders of the Series B Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series B Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this paragraph C.4. with respect to the rights of the holders of Series B Stock.

(e) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the Corporation to another corporation (other than a merger, sale of assets or other reorganization referred to in subparagraph C(2)(c) hereof or a subdivision or combination of shares referred to in subparagraph C.4.(c) above), the number of shares of Common Stock into which each share of Series B Stock may be converted under subparagraphs C.4.(a) and C.4.(b) above shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that each share of Series B Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series B Stock immediately before such event, and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of the Series B Stock, to the end that the provisions set forth herein (including provisions with respect to change in and other adjustments of the number of shares of Common Stock into which each such shares of Series

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B Stock may be converted under subparagraphs C.4.(a) and 4(b) above) shall thereafter be applicable, as nearly as reasonably may be possible in relation to any shares of Series B Stock or other property thereafter deliverable upon the conversion of the Series B Stock.

(f) Procedure for Conversion. In order to exercise the conversion privilege granted in subparagraph C.4.(a) above, or upon receiving notice from the corporation of an automatic conversion as provided in subparagraph C.4.(b) above, a holder of Series B Stock shall surrender the certificate or certificates representing the shares of Series B Stock being converted to the Corporation at its principal offices, accompanied by written notice to the Corporation of such exercise or automatic conversion (as the case may be). Such notice shall also state the number of shares to be converted (in the case of such holder's election to convert) and the name or names (with addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion are to be issued and, in the case of multiple certificates, the allocation of such to-be-converted shares of Series B Stock between or among such named persons. As promptly as practicable after the receipt of such notice and surrender of the certificate or certificates as aforesaid, the Corporation shall issue and deliver to such holder, or on its written order to a third party designated by the holder as the proper and duly authorized recipient thereof, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the Series B Stock, together with payment of the unpaid dividends on the shares of Series B Stock so converted declared through the date of written notice of conversion, if any. Such conversion shall be deemed to have been effected at the close of business on the date on which such notice shall have been received by the Corporation and the shares of Series B Stock shall have been surrendered as aforesaid. No fractional shares of Common Stock shall be issued upon conversion of shares of Series B Stock and any portion of the Conversion Value thereof which would otherwise be convertible into a fractional share of Common Stock shall be paid in cash. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series B Stock surrendered for conversion, the Corporation shall issue and deliver to the holder of the certificate surrendered for conversion, a new certificate covering the number of shares of Series B Stock representing the unconverted portion of the certificates so surrendered.

(g) Redemption of Series B Stock.

(1) Optional Redemption. On or after October 31, 2002, and provided that no initial public offering (which did not constitute a Qualified Offering) shall have occurred, the holders of a majority of the Series B Stock shall have the right to require the Corporation to redeem the Series B Stock on the following terms; provided, however, that such right shall be junior in all respects to the right of redemption of the holders of Series A Stock provided for above.

(i) The redemption price (the "Series B Redemption Price") for each share of Series B Stock shall be the Series B Liquidation Preference.

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(ii) Notice of the redemption shall be in writing, executed by the holders of a majority of the shares of Series B Stock then outstanding and delivered to the Corporation.

(iii) The Corporation shall deliver to each holder of Series B Stock ("Series B Holder") a notice stating that the Corporation has been required to redeem such of the Series B Stock as the holders thereof shall desire to be redeemed. Within thirty days following the delivery of such notice, each holder of Series B Stock who shall desire the Corporation to redeem such shares shall surrender the stock certificates representing its ownership of all such shares, together with its written demand for redemption.

(iv) Upon receipt of each such stock certificate and demand for redemption, the Corporation shall deliver to each such Series B Holder the Series B Redemption Price in immediately available funds; provided, however, to the extent the Corporation is unable to pay such amount to the Series B Holder because (i) the payment would impair the Corporation's finances so as to render the Corporation insolvent or unable to pay its debts or obligations in the usual course of business pursuant to applicable laws, or (ii) the payment would cause the Corporation to be in violation of any applicable provision of corporate law or any other applicable law, or any contract, instrument or agreement to which the Corporation is a party and which was executed in connection with or evidences any debt of the Corporation, then the Corporation shall pay (pro rata to the Series B Holders, according to the aggregate Series B Redemption Price to be paid to each Series B Holder) the maximum amount that it is permitted to pay at the time and place specified in the Corporation's notice to the Series B Holder and the balance shall be payable pursuant to the terms of a promissory note delivered by the Corporation to each Series B Holder (collectively the "Series B Redemption Notes"). The Series B Redemption Notes shall provide for the payment of the aggregate Series B Redemption Price in eight equal quarterly installments, together with interest at the rate of 10% per year. The Series B Redemption Notes may be prepaid without penalty.

(h) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph C.4. and in the taking of all such action as may be necessary or appropriate in order to protect the conversion and redemption rights of the holder of Series B Stock against impairment.

(i) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the number of shares of Common Stock into which each share of Series B Stock may be converted pursuant to this paragraph C.4., the Corporation at its expense shall promptly compute such adjustments or readjustment in accordance with the terms hereof and furnish to each holder of Series B Stock a certificate setting forth such

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adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation, shall, upon the written request at any time of any holder of Series B Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series B Stock.

(j) Notices of Record Date. In the event of any taking by the Corporation of record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or gift convertible into or entitling the holder thereof to receive common stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series B Stock at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(k) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series B Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(l) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B 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 Series B Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(m) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Series B Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series B Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share pay the holder otherwise entitled to

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such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(n) Notices. Any notice required by the provisions of this paragraph C.4. to be given to the holders of the shares of Series B Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this subparagraph C.4.(o) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Corporation.

5. No Reissuance of Series B Stock. No share or shares of Series B Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued.

ARTICLE IV. CORPORATE ADDRESS

The principal address for the corporation shall be 1631 Summerland Avenue, Winter Park, Florida 32789.

The street address of the registered office of this corporation shall be 2121 Lakeside Drive, Orlando, Florida 32803; and, the name and address of the Registered Agent shall be that of Burton L. Bruggeman.

ARTICLE V. BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of not less than three (3) and not more than seven (7) persons. The actual number of directors shall be established by the Bylaws. One Director shall be elected by the holders of a majority of the Series A Stock (the "Series A Director"). The balance of the directors shall be elected by the holders of a majority of the shares of Voting Common Stock, including the shares of Series A Stock and Series B Stock voting as if converted into Voting Common Stock ("Common Directors"). A quorum for a meeting of the Board of Directors shall consist of the Series A Director and not less than a majority of the Common Directors. Any member of the Board of Directors or the Chairman of the Board or the President may call a special meeting of the Board of Directors upon at least two days' notice of the date, time and place of the meeting.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VII. INDEMNIFICATION

This Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced from time to time.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 15 day of August, 1997.

By: 

Serge P. Beauregard, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having a business office as set forth above and having been designated as the Registered Agent in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Burton L. Bruggeman

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of MWSOft, Inc. contains an amendment to the Articles of Incorporation requiring shareholder approval and was approved by the Corporation's Board of Directors by Unanimous Written Consent dated August 14, 1997 and by holders of a majority of the shares of voting capital stock of the Corporation by Written Consent dated August 20, 1997 and the number of votes cast for the approval of such Restated Articles of Incorporation was sufficient for approval by the shareholders of the Corporation.

Date: August 15, 1997By: 

Serge P. Beauregard, President