

P96000030565

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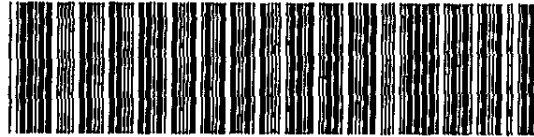
(Business Entity Name)

(Document Number)

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FILED
05 SEP 19 PM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pa. 9-26
mend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Activeword Systems, Inc.

DOCUMENT NUMBER: P96000030565

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth R. Artin

(Name of Contact Person)

Bryant Miller & Olive P.A.

(Firm/ Company)

135 W. Central Blvd., Suite 700

(Address)

Orlando, Florida 32801

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Kenneth R. Artin

(Name of Contact Person)

at (407) 426-7001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Activeword Systems, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P98000030565

(Document number of corporation (if known))

FILED
05 SEP 19 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE III CAPITAL STOCK is amended and restated in its entirety.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: July 28, 2005

Effective date if applicable: July 28, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

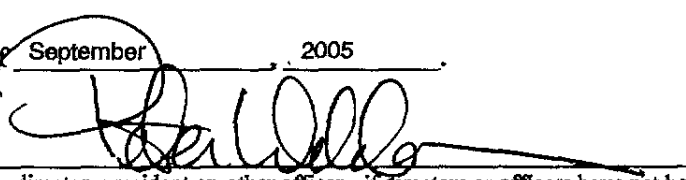
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☒ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of September, 2005

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Peter Weldon

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

**First Amendment to Second Amended and Restated
Articles of Incorporation of ActiveWord Systems, Inc.**

ACTIVEWORD SYSTEMS, INC., a Florida corporation (the "Corporation"), pursuant to Section 607.1006, Florida Statutes, does hereby file the following First Amendment to the Second Amended and Restated Articles of Incorporation:

1. The name of the Corporation is ACTIVEWORD SYSTEMS, INC.
2. The Amendment to the Articles of Incorporation is as follows:

The opening paragraph of Article III. Capital Stock is deleted in its entirety and replaced with the following:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 2,950,988 shares, consisting of 2,500,000 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"), 112,994 shares of Series B Convertible Preferred Stock, par value \$5.31 per share ("Series B Stock"), and 112,994 shares of Series C Convertible Preferred Stock, par value \$5.31 per share ("Series C 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 2,225,000 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 by the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

3. The foregoing Amendment was adopted by all the Directors of the corporation by written action on July 28, 2005.
4. The foregoing Amendment was adopted by a majority of the Shareholders of the voting common stock and Series A, B and C Preferred Stock of the Corporation by Written Actions in Lieu of a Meeting pursuant to Section 607.0704. The number of Shareholders of the voting common stock and Series A, B and C

Preferred Stock executing each such Written Action in favor of approval of the Amendment was sufficient for approval. Written notice of the adoption of the foregoing Amendment was or will be delivered to the non-signatory Shareholders within ten (10) days of the execution of the last Written Action approved by such shareholders.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed this First Amendment on the 28th day of July, 2005.

ACTIVEWORD SYSTEMS, INC.

By: 

Peter J. Weldon, President