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CT CORPORATION SYSTEM

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660 East Jefferson Street

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City

State

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Phone

CORPORATION(S) NAME

400002728954-6

-12/29/98--01001--013

*****35.00 *****25.00

2 CONNECT EXPRESS INC.

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☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

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JEFFREY D. BUTTERFIELD

12/28

Amend

12/29/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**FIRST AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
2CONNECT EXPRESS, INC.**

98 DEC 28 PM 3: 24

WHEREAS, the right to amend the Amended and Restated Articles of Incorporation ("the Articles") of 2CONNECT EXPRESS, INC. ("the Corporation") is conferred by Florida Statute §607.1001 and was reserved by the Corporation pursuant to Article 9 of the Articles; and

WHEREAS, the amendment hereinafter set forth has been adopted with the consent of, and approved by, all of the Corporation's stockholders and all of the Corporation's directors.

NOW, THEREFORE, the Articles are amended effective as of December 28, 1998, as follows:

Article 4.2(b) shall be deleted in its entirety and the following Article 4.2(b) shall be inserted in lieu thereof:

(b) Dividends. The holders of the Preferred Stock shall be entitled to receive out of funds immediately available therefore dividends at the annual rate of seven and one-half percent (7.5%) based on the Series A Initial Purchase Price, the Series B Initial Purchase Price and the Series C Initial Purchase Price, as applicable. Dividends on the Series A Preferred Stock and the Series B Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on January 1 and July 1 of each year for so long as any Series A Preferred Stock or Series B Preferred Stock remains outstanding. Dividends on the Series C Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on April 1 and October 1 of each year for so long as any Series C Preferred Stock remains outstanding. Dividends on the Preferred Stock, including, without limitations, any accrued and unpaid dividends and liquidating distributions, shall be paid before any dividends or other distributions shall be declared or paid or set aside for payment on any Subordinate Stock; provided, further, that any such dividends shall be paid on the Series A Preferred Stock and Series B Preferred Stock before any dividends or other distributions shall be declared or paid or set aside for payment on any Series C Preferred Stock.

IN WITNESS WHEREOF, the undersigned officers, directors, and stockholders of the Corporation have executed this First Amendment To Amended And Restated Articles of Incorporation on the date or dates set forth below, to be effective for all purposes as of December 28, 1998.

Attest:

F. Eugene Woodman
Secretary

2CONNECT EXPRESS, INC.

By: James S. Holbrook, Jr.
James S. Holbrook, Jr., as its
Chairman and CEO

Date: 12/23/98