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April 4, 1996

State of Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/10/96--01097--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Neurotechnology, Inc.

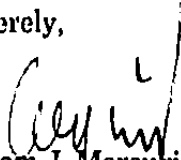
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$122.50.

Should you have any questions about this incorporation, please don't hesitate to contact my assistant, Stacey C. McKissick at 407/688-0400.

Thank you in advance for your attention to this matter.

Sincerely,

  
William J. Mercurio  
President and Chief Executive Officer

/scm

4/15/96  
TB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 15, 1996

WILLIAM J. MERCURIO  
1601 FORUM PLACE STE 1110  
WEST PALM BEACH, FL 33401

SUBJECT: NEUROTECHNOLOGY, NC.  
Ref. Number: W9600008050

We have received your document for NEUROTECHNOLOGY, NC. and check(s) totaling \$2622.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 696A00017313

ARTICLES OF INCORPORATION  
OF  
NEUROTECHNOLOGY, INC.

FILED  
95 MAR 22 PM 9:21  
CLERK OF DISTRICT COURT  
WEST PALM BEACH, FLORIDA

Article I  
Name

The name of the corporation is NEUROTECHNOLOGY, INC.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be: 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33401.

Article V  
Capital Stock

The corporation is authorized to issue 100 shares of common stock, \$.10 par value per share.

Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33410 and the name of the initial registered agent of the corporation at that address is William J. Mercurio.

Article VII  
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation

are:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

Article VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

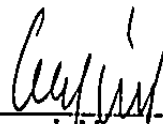
Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

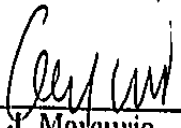
Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

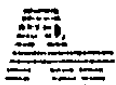
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
William J. Mercurio

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
William J. Molcurio  
Registered Agent  
Dated: April 8, 1996

FILED  
96 APR 22 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Able Telcom**  
Holding Corporation

William J. Morcurio  
President and  
Chief Executive Officer

August 2, 1996

P 960000 34611

FILED  
25 AUG - 7 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Neurotechnology, Inc.

9000001915799  
-08/08/96--01008--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

Enclosed please find the original and one (1) copy of an Amendment to Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$35.00 which represents the filing fee for these amendments.

Should you have any questions about this incorporation, please don't hesitate to contact my assistant, Stacey C. McKissick at 407/688-0400.

Thank you in advance for your attention to this matter.

Sincerely,

*William J. Morcurio*  
William J. Morcurio  
President and Chief Executive Officer

*Stacey* **CAVE**  
AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. #

/scm

Enclosures

*AMEND*  
*OPC*  
*8-13*

**ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
NEUROTECHNOLOGY, INC.**

FILED  
AUG - 7 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the Articles of Incorporation of Neurotechnology, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

**FIRST:** The name of the Corporation is NEUROTECHNOLOGY, Inc.

**SECOND:** Article V of the Articles of Incorporation is amended in its entirety to read as follows:

"(a) The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 60,000,000, of which 50,000,000 shares having a par value of \$.001 per share shall be designated as Common Stock and 10,000,000 shares having a par value of \$.001 per share shall be designated as Preferred Stock."

"(b) Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series (i) the dividend rate; (ii) redeemable features, if any; (iii) rights upon liquidation; (iv) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (vi) restrictions, if any, upon the payment of dividends on common stock; (vii) restrictions, if any, upon the creation of indebtedness; (viii) voting powers, if any, of the shares of each series; and (ix) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida."

"(c) There is hereby created, from the authorized but unissued shares of Preferred Stock, a series of the Preferred Stock to consist of eight thousand (8,000) shares, designated "Series A, 8% Cumulative Convertible Preferred Stock" (the "Series A Preferred Stock") with the following qualifications, limitations, restrictions, voting powers, designation, preferences and relative, participating, optional and other special rights:

(1) Designation. The designation of the series of stock created by this paragraph shall be "Series A, 8% Cumulative Convertible Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be eight thousand (8,000). Each share of the Series A Preferred Stock shall have a stated value equal to \$2,500.



(2) Dividends. The holders of the Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of the funds of the Corporation legally available therefore, cumulative dividends at the annual rate of \$200 per share, payable at the rate of \$100 per share on each January 31st and July 31st, commencing July 31, 1996. Such dividends shall be payable, in the sole discretion of the Corporation's Board of Directors, in cash or in Common Stock. In any year in which shares of Series A Preferred Stock are issued, in the event that the payment date for the purchase of shares of Series A Preferred Stock shall be other than January 31st or July 31st, the initial dividend shall accumulate and be payable pro rata only from the date of payment to the Corporation for the respective shares of Series A Preferred Stock up to the dividend payment date. If the dividend on the Series A Preferred Stock for any dividend period shall not have been paid or set apart in full for the Series A Preferred Stock, the aggregate deficiency shall be cumulative and shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for payment for any class of Common Stock of the Corporation or any other class of Preferred Stock of the Corporation ranking junior thereto. Accumulations of dividends on the Series A Preferred Stock shall not bear interest.

(3) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, before the holders of any of the Common Stock or other classes of Preferred Stock of the Corporation ranking junior thereto, out of the remaining net assets of the Corporation, the amount of \$2,500 in cash or in kind for each share of Series A Preferred Stock, plus an amount equal to all dividends accrued but unpaid, if any, with respect to each such share up to the date fixed for distribution. After such payment shall have been made in full to the holders of the outstanding Series A Preferred Stock, or funds or assets necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Series A Preferred Stock, so as to be and continue to be available therefor, the holders of the outstanding Series A Preferred Stock shall be entitled to no further participation in such distribution of the assets of the Corporation.

In the event, after payment or provision for payment of the debts and other liabilities of the Corporation, the remaining net assets of the Corporation are not sufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation ranking on a parity with the shares of the Series A Preferred Stock upon such liquidation, unless proportionate distributive amounts shall be paid on account of each share of the Series A Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares, including other shares of Series A

Preferred Stock, are respectively entitled upon such liquidation.

(4) Conversion of Preferred Stock into Common Stock. Each share of the Series A Preferred Stock shall be, under Article V, Paragraph 4(1) below, convertible at the option of the holder thereof into Common Stock and, under Article V, Paragraph 4(2) below, automatically and mandatorily converted into Common Stock upon the occurrence of the event described therein; in either event, any such shares of Series A Preferred Stock shall be converted into fully paid and nonassessable shares of the Corporation's Common Stock.

(1) Elective Conversion. Subject to any other provision of this Article V, Paragraph 4(1), each holder of record of any share(s) of Series A Preferred Stock shall have the right to convert such holder's share(s) of Series A Preferred Stock, in whole or in part, including all accrued but unpaid dividends, if any, in accordance with the Conversion Ratio (defined below), subject to the adjustments set forth below, at his or her option, at any time and from time to time after the date on which: (i) a Registration Statement (defined below) for an initial public offering of the Corporation's equity securities is declared effective by the United States Securities and Exchange Commission ("SEC"), or any other Federal agency at the time administering the Securities Act of 1933, as amended, or any similar Federal statute, and the rules and regulations of the SEC issued under such Act, as they each may, from time to time, be in effect; or (ii) the Corporation completes a private sale of its equity securities to an unaffiliated third party.

Any holder of a share or shares of Series A Preferred Stock electing to convert his or her Series A Preferred Stock into Common Stock shall surrender the certificate(s) representing all of the share(s) of Series A Preferred Stock to be converted, duly endorsed to the Corporation or in blank, at the principal office of the Corporation (or such other place as may be designated by the Corporation), and shall give written notice to the Corporation at said office that he or she elects to convert the same and therein set forth the name or names (with the address or addresses) in which the shares of Common Stock are to be issued.

For purposes of this Article V, Paragraph 4(1), the term "Registration Statement" shall mean a registration statement filed by the Corporation with the SEC for a public offering and sale of securities of the Corporation (other than a registration statement on Form S-4 or Form S-8, or their successors, or any other form for a limited purpose, or any registration statement covering only securities proposed to be issued in exchange for securities or assets of another corporation).

(2) Mandatory Conversion. Each share of the Series A Preferred Stock, and all accrued but unpaid dividends, if any, shall automatically and mandatorily convert, without the option of any holder of any share(s) of Series A Preferred Stock or any action of the Corporation, to shares of Common Stock in accordance with the Conversion Ratio (defined below) as of the close of business on the date (the "Automatic Conversion Date"), following a public offering of Common Stock by the Corporation, which ends a ten (10) consecutive trading-day period during which a quote is available (such trade dates need not occur on consecutive business days if no quote is available for a given business day) and during which the average of the bid and ask price of the Common Stock on the OTC Bulletin Board ("OTCBB") (or any successor thereto) or on the NASDAQ Small-Cap Market<sup>®</sup>, if then admitted for trading thereon (or the average of the last reported sale price on the Nasdaq National Market<sup>®</sup> System ("Nasdaq-NMS") or other national stock exchange on which the Common Stock is principally traded, if the Common Stock is then listed or admitted for trading on the Nasdaq-NMS or such other exchange), equals or exceeds \$4.00 per share (the "Automatic Conversion Price Level"). The term "principally traded" as used in this paragraph shall refer to that national securities exchange or Nasdaq-NMS, if any, on which the greatest number of shares of Common Stock have been traded during such ten (10) day period.

As soon as practicable after the Automatic Conversion Date, the Corporation shall provide each holder of record of Series A Preferred Stock with notice of the mandatory conversion and the Automatic Conversion Date and call upon the holders to surrender to the Corporation, in the manner and at the place designated, the certificate(s) representing shares of the Series A Preferred Stock. Such notice shall be by mail to each holder of the Series A Preferred Stock at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the holder for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Notwithstanding any failure by a holder to deliver the certificates representing his or her shares of Series A Preferred Stock, after the Automatic Conversion Date all such certificates of the Series A Preferred Stock shall be deemed to represent the appropriate number of shares of Common Stock.

(3) Additional Provisions Applicable to All Conversions. Any conversion of Series A Preferred Stock into Common Stock pursuant to this Article V, Paragraph 4 shall be subject to the following additional terms and provisions:

(a) All shares of the Series A Preferred Stock and all accrued but unpaid dividends, if any, shall be convertible (or, as the case may be, automatically converted) into Common Stock at the rate of one thousand (1,000) shares of Common Stock for each share of Series A Preferred Stock based on the stated value of \$2,500 of the Series A Preferred Stock (the "Conversion Ratio"), subject to the adjustments set forth in this Paragraph 4(3) below.

(b) Subject to compliance with all applicable securities laws, as soon as practicable after the surrender for conversion of any certificate(s) representing Series A Preferred Stock (in the case of an elective conversion) or after the Automatic Conversion Date (in the case of an automatic conversion), the Corporation shall deliver or cause to be delivered at the principal office of the Corporation (or such other place as may be designated by the Corporation), to each holder of Series A Preferred Stock, certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Except as otherwise provided herein, shares of the Series A Preferred Stock shall be deemed to have been converted, in the case of an elective conversion pursuant to Paragraph 4(1), as of the close of business on the date of the surrender for conversion of the certificates representing Series A Preferred Stock, or in the case of an automatic conversion pursuant to Paragraph 4(2), as of the close of business on the Automatic Conversion Date, and in either case the rights of such holders of the Series A Preferred Stock shall cease, and the person(s) in whose name(s) the certificates for such shares are to be issued shall be treated for all purposes as having become the record holder(s) of such Common Stock, at such time, or if such day shall not constitute a business day, then the close of business on the next succeeding business day.

(c) The Corporation shall not be required to issue any fractions of shares of Common Stock upon conversions of any shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock which shall be issuable upon conversion of such Series A Preferred Stock shall be computed on the basis of the aggregate number of shares of the Series A Preferred Stock so surrendered. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the conversion of any shares of Series A Preferred Stock, the Corporation shall make

adjustment for such fractional share interest by payment of an amount in cash equal to the same fraction of the value of a full share of Common Stock of the Corporation as determined by the Corporation, which determination shall be conclusive.

(d) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the number of shares of Common Stock issuable upon conversion of any shares of Series A Preferred Stock prior to the occurrence of such event shall be proportionately increased in the case of subdivision or decreased in the case of a combination, effective in either case at the close of business on the date when such subdivision or combination shall become effective.

(e) In the event that the Corporation shall be consolidated with or merged into any other corporation, provision shall be made as part of the terms of such consolidation or merger so that any holder of Series A Preferred Stock may thereafter receive in lieu of Common Stock otherwise issuable to him upon conversion of his or her Series A Preferred Stock, but only in accordance with the conversion ratio stated in this Paragraph 4, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock.

(f) In the event that the Corporation shall at any time pay to the holders of Common Stock a dividend in Common Stock, the number of shares of Common Stock of the Corporation issuable upon any conversion of the Series A Preferred Stock shall be proportionately increased, effective following the close of business on the record date for determination of the holders of Common Stock entitled to such dividend.

(g) Such adjustments shall be made successively if more than one event listed in Paragraphs 4(3)(d), (e) or (f) shall occur; provided, however, that no adjustment need be made by the Corporation until such adjustments cumulatively aggregate at least five percent (5%) of the then current Conversion Ratio.

(h) No adjustment of the Conversion Ratio shall be made by any event or occurrence other than those enumerated in this Paragraph 4(3).

(i) The issuance of certificates for shares of Common

Stock upon conversion of     shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record as the Series A Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

(5) Voting Rights.

(1) Except as otherwise required by law or as otherwise specifically provided herein, the holders of the Series A Preferred Stock shall not be entitled to vote at any meeting of the shareholders for the election of directors or for any other purpose or otherwise to participate in any action taken by the Corporation or the shareholders thereof, or to receive notice of any meeting of shareholders.

(2) If at any time, and from time to time, the Corporation shall default in paying two consecutive dividends for a period of more than thirty (30) days as to each dividend payment date (an "Event of Default"), then the holders of the Series A Preferred Stock shall have the exclusive right, voting separately as a class, to elect one additional director to the Board of Directors of the Corporation in the manner provided in Paragraph 5(4) below, and the holders of shares entitled to vote thereon other than the Series A Preferred Stock shall be entitled to elect the remaining members of the Board of Directors. Such voting rights shall remain vested until all defaults respecting dividends shall have been cured, whereupon (i) the holders of the Series A Preferred Stock shall be divested of such voting right (subject, however, to such voting right at any time or from time to time similarly arising and being divested); (ii) the term of any director then in office elected by the holders of the Series A Preferred Stock shall terminate; and (iii) the number of directors constituting the Board of Directors of the Corporation shall be reduced by the same number by which it was increased at the time the voting rights of the holders of the Series A Preferred Stock arose. Notwithstanding anything to the contrary in this Paragraph 5(2), any dividend payment date which forms the basis of an Event of Default subsequently cured in the manner described in the preceding sentence, may not be counted for purposes of determining a subsequent Event of Default. In each instance in which the holders of the Series A Preferred Stock shall be entitled to vote for directors as provided herein, each such holder shall be entitled to one vote for each share of the Series A Preferred Stock held.

(3) Directors elected by the holders of the Series A Preferred Stock shall serve for a term ending on the earlier to occur of (i) the first annual meeting of shareholders of the Corporation following an Event of Default or (ii) until all defaults respecting dividends shall have been cured. At each annual meeting of the Corporation's shareholders following an Event of Default, until such default shall have been cured, the holders of Series A Preferred Stock shall be entitled to elect one director to the Board of Directors of the Corporation.

(4) At any time when the holders of the Series A Preferred Stock shall have become entitled to elect a director, any provision of the by-laws of the Corporation to the contrary notwithstanding, a special meeting of the holders of Series A Preferred Stock may be called by the holders of 51% of the Series A Preferred Stock for the purpose of electing a director, by notice being mailed, first class postage prepaid, not less than ten (10) days prior to the proposed date of such meeting, to each holder of record of Series A Preferred Stock at his address as the same appears on the Corporation's record of holders of the Series A Preferred Stock.

At any such special meeting at which the holders of the Series A Preferred Stock shall be entitled to elect a director, the holders of a majority of the then outstanding Series A Preferred Stock present in person or by proxy shall be sufficient to constitute a quorum for the election of such director. The person elected by the holders of the Series A Preferred Stock at any meeting held in accordance with the terms of the preceding sentence shall become a director as of the date of such election and, together with the directors remaining in office or such persons, if any, as may be elected by the holders of voting shares other than Series A Cumulative Preferred Stock, shall constitute the Board of Directors of the Corporation. Any director so elected by the holders of the Series A Preferred Stock may be removed by, and shall not be removed except by, the vote of the holders of record of a majority of the shares of the Series A Preferred Stock, voting as a single class at a meeting of the shareholders, or of the holders of the Series A Preferred Stock called for that purpose. Any vacancy, whether as a result of removal or otherwise, in the office of a director elected by the holders of the Series A Preferred Stock may be filled by, and shall only be filled by, the majority vote of the holders of the Series A Preferred Stock, voting as a separate class. A meeting for the removal of a director elected by the holders of the Series A Preferred Stock and the filling of the vacancy created thereby or otherwise shall be called, noticed and held in the same manner as provided for in the initial election of such board members.

(5) Notwithstanding the provisions of Paragraph 5(4), the election or removal of such directors may be evidenced by one or more written consents executed by the holders of a majority of the then outstanding Series A Preferred Stock without the necessity of a meeting, prior notice, and a formal vote. Within ten (10) days after any such meeting or written consent, the holders of the Series A Preferred Stock shall provide written notice to the Corporation of the election, or removal, as the case may be, of such directors.

(6) Notwithstanding anything herein to the contrary, within thirty (30) days of the end of the calendar quarter in which the holders of the Series A Preferred Stock shall have thus become entitled to elect a director, holders of 51% of the Series A Preferred Stock may, by written consent to the Corporation, irrevocably terminate said voting rights. After such written termination, the holders of the Series A Preferred Stock shall not be entitled to vote at any meeting of the shareholders for the election of directors or for any other purpose or otherwise to participate in any action taken by the Corporation or the shareholders thereof, or to receive notice of any meeting of shareholders.

(6) Ranking. As long as any shares of the Series A Preferred Stock remain outstanding, the Corporation shall not, without obtaining the prior written consent of the holders of at least a majority in number of the shares of the Series A Preferred Stock then outstanding, create, authorize or issue any other class or series of capital stock of the Corporation, the terms of which provide that such class or series shall rank prior to the Series A Preferred Stock in respect to dividend rights or rights upon dissolution, liquidation or winding up of the Corporation; provided, however, the Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred Stock in respect to dividend rights and upon dissolution, liquidation or winding up of the Corporation."



**THIRD:** The foregoing amendment was adopted by the Board of Directors of the Corporation prior to the issuance of shares in accordance with Section 607.1005 of the Florida Statutes. The date of adoption of this amendment is June 12, 1996.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 26 day of July, 1996.



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William J. Mercurio, Sole Director

FTL1-194858