

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P96000097910

FILED
NOV -1 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 11-1-00

REF. #: 0150

CORP. NAME: Cellit, Inc

200003447052--4
-11/01/00--01059--004
*****43.75 *****43.75

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 9278 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

G. COULLETTE NOV 01 2000

RECEIVED
NOV -1 11:15:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 2000

CCRS

TALLAHASSEE, FL

SUBJECT: CELLIT, INC.
Ref. Number: P96000097910

We have received your document for CELLIT, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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 (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 200A00056802

RECEIVED
00 NOV -1 PM 2:08
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CELLIT, INC.**

FILED
00 NOV - 1 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of this Corporation is CellIT, Inc., Charter No. P96000097910, filed on November 27, 1996.

2. The Amendment to the Articles of Incorporation set forth below was adopted by a written consent action of all of the Directors and was adopted by a written consent action of the holders of a majority of each outstanding class and series of capital stock of the Corporation. The date of adoption was October 12, 2000.

3. The fourth paragraph of Article V of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:

Eight Million Six Hundred Thirty-Two Thousand Four Hundred Seventy-Eight (8,632,478) shares of the Preferred Stock shall be designated "Series A Preferred Stock" (the "Series A Preferred"). Eight Million Six Hundred Fifty-Eight Thousand Three Hundred Eighty (8,658,380) shares of the Preferred Stock shall be designated "Series B Preferred Stock" (the "Series B Preferred"). The rights, preferences, restrictions and other matters relating to the Series A Preferred and the Series B Preferred are as follows:

4. Article V Section 4(e)(i)(A) of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:

(A) Immediately upon the closing of an underwritten public offering on a firm commitment basis pursuant to an effective registration statement filed pursuant to the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which the Corporation receives gross proceeds equal to or greater than \$40 million (calculated before deducting underwriting discounts and commissions and before deduction of fees and expenses) at a price per share to the public of (i) not less than \$6.00 per share (as adjusted for stock splits, stock dividends and other recapitalizations) in the case of such a public offering occurring on or prior to September 30, 2001 and (ii) not less than \$7.20 per share (as adjusted for stock splits, stock dividends and other recapitalizations) in the case of such a public offering occurring after such date (a "Qualified Public Offering"), all outstanding shares of Series A Preferred and Series B Preferred shall be converted automatically into the number of shares of Common Stock into which such shares of Series A Preferred and Series B Preferred are then convertible pursuant to Section 4 hereof as of the closing of

such underwritten public offering, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.

5. Article V Section 7(b)(vi) of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:

(i) Consolidate or merge the Corporation with or into any other corporation, or any entity or person, or exchange substantially all of the outstanding stock of the Corporation for shares of another entity or property, in which, after any such transaction, the shareholders of the Corporation immediately prior to the consummation of such transaction hold less than fifty percent (50%) of the voting shares of the continuing or surviving entity, or liquidate or sell substantially all of the assets of the Corporation, unless (i) with respect to any of the aforementioned transactions which occurs on or prior to November 15, 2001 the price paid per share of Common Stock (as adjusted for stock splits, stock dividends and other recapitalizations) is not less than \$4.80 or (ii) with respect to any of the aforementioned transactions which occurs after November 15, 2001, the price paid per share of Common Stock (as adjusted for stock splits, stock dividends and other recapitalizations) is not less than \$7.20;

6. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

7. These Articles of Amendment to Articles of Incorporation of the Corporation shall be effective upon filing with the Secretary of state of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation of CellIT, Inc. this 27 day of November, 2000.

CELLIT, INC.

By: Alexander Tellez
Alexander Tellez, President