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P. 001

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4000

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

Attn: LINDA

File as of 24th per Linda

DC

BASIC AMENDMENT

LIGHTPORT ADVISORS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	11
Estimated Charge	\$43.75

Amended & Restated

Articles

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DIVISION OF CORPORATIONS

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P. 002

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 30, 1999

LIGHTPORT ADVISORS, INC. ***ATTN: LINDA***
2739 US HWY 19, SUITE 600
HOLIDAY, FL 34691-2705

SUBJECT: LIGHTPORT ADVISORS, INC.
REF: P97000008587

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000015415
Letter Number: 799A00033744

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIGHTPORT ADVISORS, INC.**

LightPort Advisors, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on January 28, 1997 and all amendments thereto.

II. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, on June 14, 1999, pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of a majority of the directors and shareholders of the Corporation, which majority consent is sufficient for approval.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

1. **Name.** The name of the corporation is LightPort Advisors, Inc. (the "Corporation").

2. **Duration.** The corporation shall have perpetual existence.

3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

4. **Capital Stock.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 2,875,000 shares, consisting of (i) 2,500,000 shares of common stock, \$.01 par value per share (the "Common Stock"), and (ii) 375,000 shares of Series A Convertible Preferred Stock, \$.01 par value per share (the "Series A Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. Common Stock.

(1) **Voting.** Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. In any election of directors, no holder of Common Stock shall be entitled to cumulate his votes by giving one candidate more than one vote per share. Notwithstanding anything to the contrary contained herein and except as

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specifically provided in the Act, the holders of shares of Common Stock shall not be entitled to vote as a class.

(2) Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment; provided, however, that the per share amount, if any, of all dividends for the Common Stock in any fiscal year of the Corporation shall not be greater than the per share amount, if any, of all dividends declared for the Series A Preferred Stock during each fiscal year (assuming for the calculation of the per share amounts for the Series A Preferred Stock the conversion at the time of such calculation of all Series A Preferred Stock into Common Stock). Except for and subject to those rights expressly granted to the holders of the Series A Preferred Stock, or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have exclusively all other rights of shareholders including, but not by way of limitation, (i) the right to receive dividends, when and as declared by the Board of Directors of the Corporation (the "Board of Directors") out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon a Liquidation (defined in Section B(2)) or otherwise, the right to receive assets and funds of the Corporation as set forth in Section B(2).

B. Series A Preferred Stock.

(1) Dividends. The holders of the Series A Preferred Stock shall be entitled to receive cumulative dividends in preference to any dividend on the common stock at a rate of 8% per share, per year. Additionally, when and as dividends and distributions, whether in cash or property or in securities of the Corporation (or subscription or other rights to purchase or acquire securities of the Corporation) may be declared, paid or made on shares of the Common Stock then outstanding, the Board of Directors shall also declare a dividend or distribution at the same rate and in like kind upon the shares of Series A Preferred Stock then outstanding, so that the Series A Preferred Stock will participate equally with the Common Stock, share for share, in such dividend or distribution. In connection therewith, each share of Series A Preferred Stock shall be deemed to be that number of shares of Common Stock into which it is then convertible (a "Common Stock Equivalents Basis"), rounded to the nearest one-tenth of a share.

(2) Rights on Liquidation, Winding-Up. In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (a "Liquidation"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of any stock ranking on Liquidation junior to the Series A Preferred Stock (with respect to rights on Liquidation, the Series A Preferred Stock shall rank senior to the Common Stock), an amount per share for the Series A Preferred Stock equal to the purchaser price per share of the Series A Preferred Stock plus, in each case, an

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amount equal to declared but unpaid dividends thereon, if any, to the date of payment. If upon any Liquidation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares of Series A Preferred Stock were paid in full. After payment shall have been made to holders of shares of Series A Preferred Stock (the "Series A Preferred Stock Preference") as aforesaid, the holders of shares of Series A Preferred Stock and Common Stock shall be entitled to share ratably, on a Common Stock Equivalents Basis, in all the remaining assets of the Corporation available for distribution to its shareholders, if any. The merger or consolidation of the Corporation into or with another corporation or the merger or consolidation of any other corporation into or with the Corporation (in which consolidation or merger the shareholders of the Corporation receive distributions of cash or securities as a result of such consolidation or merger in complete exchange for their shares of capital stock of the Corporation), or the sale or other disposition of all or substantially all of the assets of the Corporation (collectively, the "Sale of the Corporation") shall, at the election of the holders of the Series A Preferred Stock, be deemed to be a Liquidation.

(3) Voting. Except as otherwise provided herein or as required under the Act, each share of Series A Preferred Stock shall entitle the holder thereof to such number of votes per share as shall equal the number of shares of Common Stock (including any fraction to one decimal place) into which each share of Series A Preferred Stock is then convertible, and shall be entitled to vote, on all matters as to which holders of Common Stock shall be entitled to vote, in the same manner and with the same effect as such holders of Common Stock, voting together with the holders of Common Stock as one class; provided, however, that the holders of Preferred Stock shall be entitled to vote as a separate class with respect to the election of directors and as such separate class shall be entitled to appoint two (2) directors to the Board of Directors.

(4) Conversion. The Series A Preferred Stock shall be convertible into Common Stock as follows:

(a) Automatic Conversion. Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its shareholders, into such number of fully paid and nonassessable shares of Common Stock as determined pursuant to Section 4(b) below upon (i) the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of the Common Stock for the account of the Corporation in which the aggregate gross cash proceeds (prior to deduction of underwriters' commissions and expenses, if any) received by the Corporation equals or exceeds \$5,000,000 or (ii) the election by a majority of the holders of

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Preferred Stock to effect such a conversion (hereinafter referred to as the "Event of Conversion").

(b) *Conversion Ratio.* Each share of Series A Preferred Stock shall be convertible into such number of shares of Common Stock determined by dividing the sum of (A) \$1.00 plus (B) any dividends on such shares of Series A Preferred Stock which such holder is entitled to receive, but has not yet received, by the Conversion Price in effect on the Conversion Date (as defined herein). The term "Conversion Price" shall be \$1.00 per share, subject to adjustment in accordance with the provisions of paragraph 4(e) below. No payment or adjustment shall be made for any dividends on the Common Stock issuable upon such conversion.

(c) *Mechanics of Conversion.* Upon the occurrence of an Event of Conversion as specified in subparagraph 4(a), the outstanding shares of Series A Preferred Stock shall be converted automatically 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; provided that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of Series A Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation. Conversion shall be deemed to have been effected on the date of the occurrence of an Event of Conversion specified in subparagraph 4(a), and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter (and after surrender of the certificate or certificates representing shares of Series A Preferred Stock to the Corporation or any transfer agent of the Corporation), the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled and a check or cash with respect to any fractional interest in a share of Common Stock as provided in subparagraph 4(d). The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date.

(d) *Fractional Shares.* No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to that fractional interest of the then Current Market Price (as hereinafter defined).

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Bar No.: 0940380

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(e) *Conversion Price Adjustments.* The Conversion Price shall be subject to adjustment from time to time as follows:

(i) *Common Stock Issued at Less Than the Conversion Price.* If the Corporation shall issue any Common Stock, other than Excluded Stock (as hereinafter defined), without consideration or for a consideration per share less than the issuance price per share of the Series A Preferred Stock, the Conversion Price in effect immediately prior to each such issuance shall immediately (except as provided below) be reduced by the difference between the issuance price per share of the Series A Preferred Stock and such sum obtained by dividing (1) an amount equal to the sum of (A) the number of shares of Common Stock outstanding immediately prior to such issuance multiplied by the issuance price per share of the Series A Preferred Stock and (B) the consideration, if any, received by the Corporation upon such issuance, by (2) the total number of shares of Common Stock outstanding immediately after such issuance.

For the purposes of any adjustment of the Conversion Price pursuant to clause (i), the following provisions shall be applicable:

(A) *Cash.* In the case of the issuance of Common Stock for cash, the amount of the consideration received by the Corporation shall be deemed to be the amount of the cash proceeds received by the Corporation for such Common Stock before deducting therefrom any discounts, commissions, taxes or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(B) *Consideration Other Than Cash.* In the case of the issuance of Common Stock (otherwise than upon the conversion of the shares of Series A Preferred Stock or other securities of the Corporation) for a consideration in whole or in part other than cash, including securities acquired in exchange therefor (other than securities by their terms so exchangeable), the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors, irrespective of any accounting treatment.

(C) *Options and Convertible Securities.* In the case of the issuance of (i) options, warrants or other rights to purchase or acquire Common Stock (whether or not at the time exercisable), (ii) securities by their terms convertible into or exchangeable for Common Stock (whether or not at the time so convertible or exchangeable) or options, warrants or rights to purchase such convertible or exchangeable securities (whether or not at the time exercisable):

(1) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options, warrants or other rights to purchase or acquire Common Stock shall be deemed to have been issued at the

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time such options, warrants or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subclauses (A) and (B) above), if any, received by the Corporation upon the issuance of such options, warrants or rights plus the minimum purchase price provided in such options, warrants or rights for the Common Stock covered thereby;

(2) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options, warrants or other rights to purchase or acquire such convertible or exchangeable securities and the subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options, warrants or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options, warrants or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the additional consideration (determined in the manner provided in subclauses (A) and (B) above), if any, to be received by the Corporation upon the conversion or exchange of such securities, or upon the exercise of any related options, warrants or rights to purchase or acquire such convertible or exchangeable securities and the subsequent conversion or exchange thereof,

(3) on any change in the number of shares of Common Stock deliverable upon exercise of any such options, warrants or rights or conversion or exchange of such convertible or exchangeable securities or any change in the consideration to be received by the Corporation upon such exercise, conversion or exchange, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Conversion Price as then in effect shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants or rights not exercised prior to such change, or of such convertible or exchangeable securities not converted or exchanged prior to such change, upon the basis of such change;

(4) on the expiration or cancellation of any such options, warrants or rights, or the termination of the right to convert or exchange such convertible or exchangeable securities, if the Conversion Price shall have been adjusted upon the issuance thereof, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants, rights or such convertible or exchangeable securities on the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options, warrants or rights, or upon the conversion or exchange of such convertible or exchangeable securities; and

(5) if the Conversion Price shall have been adjusted upon the issuance of any such options, warrants, rights or convertible or

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exchangeable securities, no further adjustment of the Conversion Price shall be made for the actual issuance of Common Stock upon the exercise, conversion or exchange thereof.

(ii) *Excluded Stock.* "Excluded Stock" shall mean shares of Common Stock issued or reserved for issuance by the Corporation as a stock dividend payable in shares of Common Stock, or upon any stock split or other subdivision or combination of the outstanding shares of Common Stock or Series A Preferred Stock, or upon conversion of shares of Series A Preferred Stock at any time outstanding. "Excluded Stock" shall also include (A) shares of Common Stock reserved by the Corporation for issuance upon the exercise of those options set forth in Exhibit "A" to the Series A Convertible Preferred Stock Purchase Agreement dated June 25, 1999 and (B) shares underlying options or warrants issued by the Corporation in the future with an exercise price greater than or equal to the issuance price per share of the Series A Preferred Stock and which issuances have been approved by 80% of the members of the Board of Directors.

(iii) *Stock Dividends, Subdivisions, Reclassifications or Combinations.* If the Corporation shall (i) declare a dividend or make a distribution on its Common Stock in shares of its Common Stock, (ii) subdivide or reclassify the outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify the outstanding Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification shall be proportionately adjusted so that the holder of any shares of Series A Preferred Stock surrendered for conversion after such date shall be entitled to receive the number of shares of Common Stock which he would have owned or been entitled to receive had such Series A Preferred Stock been converted immediately prior to such date. Successive adjustments in the Conversion Price shall be made whenever any event specified above shall occur.

(iv) *Rounding of Calculations, Minimum Adjustment.* All calculations under this subparagraph (c) shall be made to the nearest cent or to the nearest one tenth (1/10th) of a share, as the case may be. Any provision of this paragraph 4 to the contrary notwithstanding, no adjustment in the Conversion Price shall be made if the amount of such adjustment would be less than \$0.10, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.10 or more.

(i) *Current Market Price.* Current Market Price per share of Common Stock shall be deemed to be the public offering price for the Common Stock in the public offering giving rise to the Event of Conversion. If a public offering has not taken place, the Current Market Price shall be such amount as determined by the Board of Directors.

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(g) *Statement Regarding Adjustments.* Whenever the Conversion Price shall be adjusted as provided in subparagraph 4(e), the Corporation shall forthwith file, at the office of any transfer agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requiring such adjustment and the Conversion Price that shall be in effect after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of shares of Series A Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants, if applicable. Where appropriate, such copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of subparagraph 4(h).

(h) *Notice to Holders.* In the event the Corporation shall propose to take any action of the type described in clause (i) (but only if the action of the type described in clause (i) would result in an adjustment in the Conversion Price) or (iii) of subparagraph 4(e), the Corporation shall give notice to each holder of shares of Series A Preferred Stock, in the manner set forth in subparagraph 4(g), which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be known at the date of such notice) on the Conversion Price and the number, kind or class of shares or other securities or property which shall be deliverable upon conversion of shares of Series A Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least 10 days prior to the date so fixed, and in case of all other action, such notice shall be given at least 15 days prior to the taking of such proposed action. Failure to give such notice, or any defect therein, shall not affect the legality or validity of any such action.

(i) *Costs.* The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of the shares of Series A Preferred Stock.

(j) *Valid Issuance.* All shares of Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Common Stock).

(5) *Redemption.* Beginning on June 25, 2004 and for such period of time thereafter as any of the Preferred Stock remains outstanding, the Company shall redeem any shares of Preferred Stock tendered to the Company by the Preferred Stockholders at a price per share equal to the original purchase price plus cumulative and

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unpaid dividends, declared and unpaid dividends, and a redemption premium of seven percent (7%), which premium accrues annually.

5. **Registered Office and Registered Agent.** The street address of the initial registered office of the corporation is: 5128 U.S. 19, New Port Richey, FL 34652 and the name of the initial registered agent of the corporation at that address is: Jonathan P. Bentley, Jr..

6. **Initial Board of Directors.** The corporation shall have five (5) directors.

7. **Amendment.** Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders. At the shareholders' meeting, the affirmative vote of holders of a majority of shares entitled to vote, including the Series A Preferred Stock voting as a separate class, if any shall be issued and outstanding, shall be required for adoption of the proposed amendment.

8. **Indemnification.** The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 23rd day of June, 1999.

STATE OF Florida
COUNTY OF Hillsborough

Jonathan P. Bentley, Jr., President

The foregoing instrument was acknowledged before me this 23rd day of June, 1999, by Jonathan P. Bentley, Jr., as President of LightPort Advisors, Inc., a Florida corporation, on behalf of said corporation. He is [] personally known to me or [X] produced Florida Driver's License as identification and did/did not take an oath.

Audra H. Downey
Notary Public

Print Name: Audra H. Downey

My commission expires: _____

MTC/ej/188094



Audra M. Downey
MY COMMISSION # C0548427 EXPIRES
April 8, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

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