

JUL-18-2005 14:48

P97000008587

P.01
1 AUG 1 01 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000172879 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

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

FILED
05 JUL 18 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 JUL 18 AM 8:00

DIVISION OF CORPORATIONS

BASIC AMENDMENT

LIGHTPORT ADVISORS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	13
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended Restate / NG
7-18-05
*Cahill Ste
7/18/2005

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

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

FILED
05 JUL 18 AM 8 49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Fourth 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, the Amended and Restated Articles filed on June 24, 1999, the Amended and Restated Articles filed on March 23, 2000 and the Amended and Restated Articles of Incorporation filed on February 5, 2002.

II. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, on July 13, 2005, 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 The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows: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, 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. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 104,095,700 shares, consisting of (i) 28,754,282 shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) 75,341,418 shares of preferred stock, \$.001 par value per share (the "Preferred Stock"), all of which shall be designated as 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.

(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 Preferred Stock during each fiscal year (assuming for the calculation of the per share amounts for the Preferred Stock the conversion at the time of such calculation of all Preferred Stock into Common Stock). Except for and subject to those rights expressly granted to the holders of the 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, 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 therefore.

B. Series A Preferred Stock.

(1) **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 Preferred Stock is then convertible (a "Common Stock Equivalent Basis"), 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 Series A 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 three (3) directors to the Board of Directors; provided, further, that, in addition to any other rights provided by law, so long as a share of the Series A Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than two-thirds of such outstanding shares of Series A Preferred Stock, voting together as a single class:

- (a) amend or repeal any provision of the Corporation's Articles of Incorporation or Bylaws;
- (b) authorize or issue shares of any class of stock having any right, preference or priority superior to, or on a parity with, the Series A Preferred Stock;
- (c) sell, convey, liquidate, or otherwise dispose of or encumber all or a substantial portion of its property or business, or merge into or consolidate with any other corporation (other than a wholly owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of;

- (d) increase the authorized number of shares of Series A Preferred Stock;
- (e) change the nature of the Corporation's business;
- (f) authorize any amounts of indebtedness or guarantees which in the aggregate exceed \$250,000; or
- (g) pay or declare a dividend on any security.

(2) Dividends. The holders of the Series A Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors out of assets lawfully available therefore. No dividends shall be paid on any shares of Series A Preferred Stock unless the same dividend is paid on all shares of Series A Preferred Stock outstanding at the time of such payment.

(3) Rights on Liquidation, Winding-Up. In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (a "Liquidation"), (A) 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 \$ 0.08 per share of the Series A Preferred Stock plus, in each case, an 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 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.

Special Definitions. For purposes of Section 4.B.(4), the following definitions shall apply:

(A) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock, Series A Preferred Stock or Convertible Securities.

(B) "Original Issue Date" for the Series A Preferred Stock shall mean the date on which the first share of Series A Preferred Stock was issued.

(C) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than the Series A Preferred Stock) or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(D) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to subsection 4.B.(4)(f)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than

(1) shares of the Corporation's Common Stock issued upon conversion of the Series A Preferred Stock or Series A Preferred Stock or upon the exercise of options or warrants outstanding prior to the Original Issue Date;

(2) shares of Common Stock issued pursuant to stock options granted before the Original Issue Date to officers, directors, employees of and consultants to the Corporation pursuant to stock option plans approved by a majority of the members of the Board of Directors, but not exceeding an aggregate of 10,751,545 shares (as adjusted for any stock dividends, combinations or splits with respect to the Common Stock) unless an increase is approved in writing by the entire Compensation Committee of the Board of Directors, including those members nominated by the holders of Series A Preferred Stock;

(3) shares of Common Stock issued as a dividend or distribution on Series A Preferred Stock or any event for which adjustment is made pursuant to subsection 4.B.(4)(f)(vi) or 4.B.(4)(f)(vii) hereof; or

(4) shares of Common Stock issued to any bank, equipment or real property lessor if and to the extent that the transaction in which such issuance is to be made is approved by the Board of Directors (including the directors elected by the holders of Series A Preferred Stock) and is for purposes other than equity financing.

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

(a) *Triggering Events*. 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; (ii) the merger, consolidation, or other reorganization of the Corporation with and into another entity where the Corporation is not the surviving entity or any sale of substantially all of the outstanding capital stock of the Corporation or the sale of substantially all of the assets of the Corporation; or (iii) the election by two-thirds of the holders of Series A Preferred Stock to effect such a conversion (hereinafter referred to as the "Event of Conversion").

(b) *Conversion Ratio.* Upon an Event of Conversion, each share of Series A Preferred Stock shall be converted into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) \$0.08 plus (ii) any dividends on such share of Series A Preferred Stock which such holder is entitled to receive, but has not yet received, by the Series A Conversion Price (as herein defined) in effect at the time of the conversion. The "Series A Conversion Price" shall initially be \$0.08 per share. Such initial Series A Conversion Price shall be subject to adjustment as hereinafter provided.

(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).

(e) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding

shares of the Series A Preferred; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of the Series A Preferred, in addition to such other remedies as shall be available to the holder of such Series A Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(f) *Adjustments to Series A Conversion Price.*

(i) *No Adjustment of Series A Conversion Price.* No adjustment in the Series A Conversion Price of the Series A Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the applicable Series A Conversion Price in effect on the date of and immediately prior to such issue;

(ii) *Deemed Issue of Additional Shares of Common Stock.* In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number that would result in an adjustment pursuant to clause (2) below) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to subsection 4.B.(4)(f)(iv) hereof) of such Additional Shares of Common Stock would be less than the applicable Series A Conversion Price of the Series A Preferred Stock in effect on the date of and immediately prior to such issue, or such record date and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(A) no further adjustment in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue

thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(2) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(D) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (A) the Series A Conversion Price on the original adjustment date, or (B) the Series A Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(E) in the case of any Options which expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Series A Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the manner provided in clause (3) above.

(iii) *Adjustment of Series A Conversion Price of Series A Preferred Stock Upon Issuance of Additional Shares of Common Stock.* In the event that after the Original Issue Date the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to subsection 4.B.(4)(f)(iii)) without consideration or for a consideration per share less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Series A Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Series A Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series A Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued; and provided further that, for the purposes of this subsection (iv) all shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock and outstanding Convertible Securities or exercise of outstanding Options shall be deemed to be outstanding, and immediately after any Additional Shares of Common Stock are deemed issued pursuant to subsection 4.B.(4)(f)(iii), such Additional Shares of Common Stock shall be deemed to be outstanding.

(iv) *Determination of Consideration.* For purposes of this Section 4.B.(4)(f), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(A) *Cash and Property.* Except as provided in clause (2) below, such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(2) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; *provided, however*, that no value shall be attributed to any services performed by any employee, officer or director of the Corporation; and

(3) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received with respect to such Additional Shares of Common Stock, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(B) *Options and Convertible Securities.* The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.B.(4)(f)(iii), relating to Options and Convertible Securities, shall be determined by dividing

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(v) *Adjustments for Stock Dividends, Subdivisions, Combinations or Consolidations of Common Stock.* Notwithstanding anything contained herein to the contrary, in the event the outstanding shares of Common Stock shall be subdivided (by stock dividend, stock split, or otherwise) into a greater number of shares of Common Stock, the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such combination or consolidation be proportionately increased.

(vi) *Adjustments for Other Distributions.* In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities or assets of the Corporation other than shares of Common Stock, in each such event provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities or assets of the Corporation which they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities or assets receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4.B.(4)(f) with respect to the rights of the holders of the Series A Preferred Stock.

(vii) *Adjustments for Reclassification, Exchange and Substitution.* If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization or reclassification or other change by holders of the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change, all subject to further adjustment as provided herein.

(viii) *No Impairment.* Without the prior written consent of the holders of a majority of the Series A Preferred Stock, the Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of Section 4.B.(4)(f) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(b) *Certificate as to Adjustments.* Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to Section 4.B.(4)(f)(iv), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustments and readjustments, (B) the Series A Conversion Price at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

5. **Registered Office and Registered Agent.** The street address of the initial registered office of the corporation is: 35111 US Highway 19, #303, Palm Harbor, FL 34684 and the name of the initial registered agent of the corporation at that address is: John Ferrari, Jr.

6. **Board of Directors.** The Board of Directors of the Corporation shall consist of not fewer than five (5) nor more than seven (7) members, the exact number of the directors to be fixed from time to time by the shareholders or as otherwise provided in the Corporation's by-laws; provided, however, that in any event the holders of the Series A Stock shall be entitled to appoint three (3) of the total number of directors then serving on the board.

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 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 14th day of JULY, 2005.

John Ferrari, Jr.
John Ferrari, Jr., President and CEO

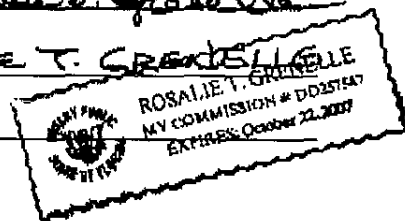
STATE OF FLORIDA
COUNTY OF PINEHILLS

The foregoing instrument was acknowledged before me this 14th day of July, 2005 by John Ferrari, Jr., as President of LightPort, Inc., a Florida corporation, on behalf of said corporation. He is ☐ personally known to me or ☒ produced FLA. DL - F660-472-67-097-0 identification and ~~did~~ did not take an oath.

Notary Public Rosalie T. Grimselle

Print Name: ROSALIE T. GRIMSELLE

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is LIGHTPORT , INC.
2. The name and street address of the registered agent and office in the State of Florida are:

35111 US Highway 19, #303
Palm Harbor, Florida 34684

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



John Ferrari, Jr.
Registered Agent

Dated: JULY 14th, 2005