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**ARTICLES OF AMENDMENT  
TO  
FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Z-KAT, INC.**

(Document Number P97000020185)

Pursuant to the provisions of Sections 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following amendments to its Articles of Incorporation, as amended (the "Articles of Incorporation"):

**First:** Subsection 2.C(d) of ARTICLE V. - CAPITAL STOCK of the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

**"(d) Redemption.**

(i) At any time after February 1, 2007, upon the affirmative vote of the holders of at least 66.7% of the outstanding Series B Convertible Preferred Stock, the Series B Convertible Preferred Stock shall be redeemed by the Corporation on a date to be selected by such holders at least 30 and no more than 60 days later (the "Series B Redemption Date") at the price of \$0.85 per share, together with full cumulative dividends accrued and unpaid to and including the date fixed for such redemption, whether or not such dividends have been earned or declared. The holders of Series B Convertible Preferred Stock so voting shall provide the Corporation with notice of the Series B Redemption Date as soon as practicable.

(ii) Upon the occurrence of an Event of Default (as defined in Section 2.D.(e)(ii) of this Article V), each holder of Series B Convertible Preferred Stock may elect to have the Corporation immediately thereafter redeem its shares of Series B Convertible Preferred Stock at a price of \$0.85 per share, together with full cumulative dividends accrued and unpaid to and including the date fixed for such redemption, whether or not such dividends have been earned or declared.

(iii) The aggregate of the amounts payable upon the redemption of a share of Series B Convertible Preferred Stock is hereinafter referred to as the "Series B Redemption Price". The Series B Redemption Price shall be payable in cash, other assets of the Corporation, or a combination thereof, as determined by the Board of Directors of the Corporation. If the Board of Directors elects to pay the Series B Redemption Price, in whole or in part, in assets other than cash, each holder of shares called for redemption will have the option of receiving payment of the entire Series B Redemption Price in cash.

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(iv) Notice of the obligation of the Corporation to redeem the shares of the Series B Convertible Preferred Stock, the Series B Redemption Date, the place for redemption and the election of the Board of Directors to pay the Series B Redemption Price in cash, other assets of the Corporation, or a combination thereof, shall be mailed at least 30 and not more than 60 days prior to the Series B Redemption Date to each holder of record of shares so to be redeemed at such holder's last known address as shown by the records of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to the holder to whom the Corporation failed to mail such notice or whose notice was defective. Any notice mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives such notice.

(v) If the Board of Directors elects to pay the Series B Redemption Price, in whole or in part, in assets other than cash, each holder choosing to have the entire Series B Redemption Price paid in cash must notify the Corporation by letter addressed to the Board of Directors and delivered to the Corporation's principal office at least 15 days prior to the Series B Redemption Date. If the Corporation receives timely notice of an election to receive cash instead of other assets, the entire Series B Redemption Price will be paid in cash with regard to the shares held by such holder. If the Corporation does not receive timely notice of such an election, the Series B Redemption Price, in whole or in part, will be paid in such assets other than cash, as determined by the Board of Directors.

(vi) On and after the Series B Redemption Date, each holder of shares called for redemption, upon surrender to the Corporation at the place designated in such notice of the certificate or certificates for such shares, properly endorsed in blank for transfer or accompanied by a proper instrument of assignment or transfer in blank and bearing any necessary transfer tax stamps thereto affixed and canceled, shall thereupon be entitled to receive payment of the Series B Redemption Price.

(vii) If such notice of redemption shall have been duly given, and if on or before the Series B Redemption Date funds or assets necessary for the redemption of the shares to be redeemed shall have been set aside so as to be and continue to be available therefor, then notwithstanding that any certificate representing any shares so called for redemption shall not have been surrendered, the dividends thereon shall cease to accrue from and after the Series B Redemption Date and all rights with respect to the shares so called for redemption shall forthwith after the Series B Redemption Date cease, except only the right of the holder to receive the Series B Redemption Price without interest. Any moneys or assets so set aside by the Corporation and unclaimed by the end of three years from the date fixed for such redemption shall revert to the general funds of the Corporation.

(viii) All shares of the Series B Convertible Preferred Stock redeemed or otherwise acquired by the Corporation shall be canceled and retired and shall not

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be reissued."

Second: Subsection 2.D(d) of ARTICLE V. - CAPITAL STOCK of the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

**"(d) Redemption.**

(i) At any time after July 14, 2008, upon the affirmative vote of the holders of at least 66.7% of the outstanding Series C Convertible Preferred Stock, the Series C Convertible Preferred Stock shall be redeemed by the Corporation on a date to be selected by such holders at least 30 and no more than 60 days later (the "Series C Redemption Date") at the Initial Price, together with full cumulative dividends accrued and unpaid to and including the date fixed for such redemption, whether or not such dividends have been earned or declared. The holders of Series C Convertible Preferred Stock so voting shall provide the Corporation with notice of the Redemption Date as soon as practicable. The "Initial Price" shall be equal to \$0.90 for such share of Series C Convertible Preferred Stock (subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like).

(ii) Upon the occurrence of an Event of Default, each holder of Series C Convertible Preferred Stock may elect to have the Corporation immediately thereafter redeem its shares of Series C Convertible Preferred Stock at the Initial Price, together with full cumulative dividends accrued and unpaid to and including the date fixed for such redemption, whether or not such dividends have been earned or declared.

(iii) The aggregate of the amounts payable upon the redemption of a share of Series C Convertible Preferred Stock is hereinafter referred to as the "Series C Redemption Price". The Series C Redemption Price shall be payable in cash, other assets of the Corporation, or a combination thereof, as determined by the Board of Directors of the Corporation. If the Board of Directors elects to pay the Series C Redemption Price, in whole or in part, in assets other than cash, each holder of shares called for redemption will have the option of receiving payment of the entire Series C Redemption Price in cash.

(iv) Notice of the obligation of the Corporation to redeem the shares of the Series C Convertible Preferred, the Series C Redemption Date, the place for redemption and the election of the Board of Directors to pay the Series C Redemption Price in cash, other assets of the Corporation, or a combination thereof, shall be mailed at least 30 and not more than 60 days prior to the Series C Redemption Date to each holder of record of shares so to be redeemed at such holder's last known address as shown by the records of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to the holder to whom the Corporation failed to mail such notice or whose notice was defective.

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Any notice mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives such notice.

(v) If the Board of Directors elects to pay the Series C Redemption Price, in whole or in part, in assets other than cash, each holder choosing to have the entire Series C Redemption Price paid in cash must notify the Corporation by letter addressed to the Board of Directors and delivered to the Corporation's principal office at least 15 days prior to the Series C Redemption Date. If the Corporation receives timely notice of an election to receive cash instead of other assets, the entire Series C Redemption Price will be paid in cash with regard to the shares held by such holder. If the Corporation does not receive timely notice of such an election, the Series C Redemption Price, in whole or in part, will be paid in such assets other than cash, as determined by the Board of Directors.

(vi) On and after the Series C Redemption Date, each holder of shares called for redemption, upon surrender to the Corporation at the place designated in such notice of the certificate or certificates for such shares, properly endorsed in blank for transfer or accompanied by a proper instrument of assignment or transfer in blank and bearing any necessary transfer tax stamps thereto affixed and canceled, shall thereupon be entitled to receive payment of the Series C Redemption Price.

(vii) If such notice of redemption shall have been duly given, and if on or before the Series C Redemption Date funds or assets necessary for the redemption of the shares to be redeemed shall have been set aside so as to be and continue to be available therefor, then notwithstanding that any certificate representing any shares so called for redemption shall not have been surrendered, the dividends thereon shall cease to accrue from and after the Series C Redemption Date and all rights with respect to the shares so called for redemption shall forthwith after the Series C Redemption Date cease, except only the right of the holder to receive the Series C Redemption Price without interest. Any moneys or assets so set aside by the Corporation and unclaimed by the end of three years from the date fixed for such redemption shall revert to the general funds of the Corporation.

(viii) All shares of the Series C Convertible Preferred Stock redeemed or otherwise acquired by the Corporation shall be canceled and retired and shall not be reissued.

**Third:** Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

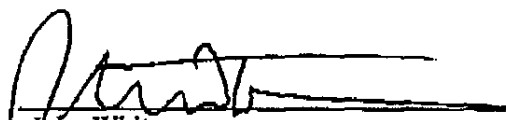
**Fourth:** The foregoing amendment was adopted and approved at a meeting of the Board of Directors held on August 11, 2008, and at a meeting of the shareholders of the Corporation on September 4, 2008, and the number of votes cast by the shareholders was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Fifth Amended and Restated Articles of Incorporation this 29<sup>th</sup> day of January, 2009, and does hereby certify that the facts stated herein are true and correct.

By:

  
John Whitman  
Chairman of the Board

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