

MAR 1 2004 10:29AM
DIVISION OF CORPORATIONS

BRGWR-813-223-9620

NO. 9916

P. 1
Page 1 of 1

197000025150

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.

((H04000044064 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 : BUSH ROSS GARDNER WARREN & RWDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

Bush Ross Gardner Warren - 4116.0

BASIC AMENDMENT

AGENCY SOLUTIONS INTERNATIONAL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 24 |
| Estimated Charge | \$43.75 |

FILED
04 MAR - 1 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 MAR - 1 AM 10:02
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Menu

Amend.
mgm
3/1/04

Facsimile Audit No.: H040000440643

FILED

04 MAR -1 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AGENCY SOLUTIONS INTERNATIONAL, INC.**

AGENCY SOLUTIONS INTERNATIONAL, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall be authorized to issue is 12,500,000, of which (i) 7,000,000 shares shall be common stock, having a par value of \$.001 per share ("Common Stock"), and (ii) 5,500,000 shares shall be preferred stock, having a par value of \$.01 per share. The authorized shares of preferred stock are divided into two series, consisting of 500,000 shares of Series A Convertible Preferred Stock (herein referred to as "Series A Preferred Stock"), and 5,000,000 shares of Series B Convertible Preferred Stock (herein referred to as "Series B Preferred Stock" and, together with the Series A Preferred Stock, the "Preferred Stock").

Simultaneously with the effective date of these Articles of Amendment (the "Effective Date"), all issued and outstanding shares of Common Stock ("Existing Common Stock") shall be and hereby are automatically combined and reclassified as follows: each three hundred (300) shares of Existing Common Stock shall be combined and reclassified (the "Reverse Split") as one (1) share of issued and outstanding Common Stock ("New Common Stock"), provided that there shall be no fractional shares of New Common Stock. In the case of any holder of fewer than three hundred (300) Shares of Existing Common Stock or any number of shares of Existing Common Stock which, when divided by three hundred (300), does not result in a whole number (a "Fractional Share Holder"), the fractional share interest of New Common Stock held by such Fractional Share Holder as a result of the Reverse Split shall be rounded up and deemed to be the nearest whole number of shares of New Common Stock.

Simultaneously with the Effective Date, all issued and outstanding shares of Series A Cumulative Convertible Preferred Stock ("Existing Series A Stock") shall be and hereby are automatically combined and reclassified as follows: each four and forty-four hundredths (4.44) shares of Existing Series A Stock shall be combined and reclassified (the "Series A Reverse Split") as one (1) share of issued and outstanding Series A Preferred Stock ("New Series A Preferred Stock"), provided that there shall be no fractional shares of New Series A Preferred Stock. In the case of any holder of fewer than four and forty-four hundredths (4.44) shares of Existing Series A Stock or any number of shares of Existing Series A Stock which, when divided by four and forty-four hundredths (4.44), does not result in a whole number (a "Series A

Facsimile Audit No.: H040000440643

Facsimile Audit No.: H04000044064 3

Fractional Share Holder”), the fractional share interest of New Series A Preferred Stock held by such Series A Fractional Share Holder as a result of the Series A Reverse Split shall be rounded up and deemed to be the nearest whole number of shares of New Series A Preferred Stock.

From and after the Effective Date, the terms “New Common Stock” and “New Series A Preferred Stock” as used in this Article IV shall mean Common Stock and Series A Preferred Stock, respectively, as provided in these Articles of Amendment. Further, (a) each share of Class A Voting Common Stock, Class B Non Voting Common Stock and Class C Voting Common Stock issued prior to the Effective Date shall be reclassified and known as a share of Common Stock immediately upon the effectiveness of these Articles of Amendment, with amended or modified rights, preferences and other terms and conditions relating to the Common Stock as are set forth in these Articles of Amendment, and (b) each share of Series A Cumulative Convertible Preferred Stock shall be reclassified and known as a share of Series A Preferred Stock, immediately upon the effectiveness of these Articles of Amendment, with amended or modified rights, preferences and other terms and conditions relating to the Series A Preferred Stock as are set forth in these Articles of Amendment. The Articles of Amendment to Articles of Incorporation of Agency Solutions International, Inc. Determining and Designating the Preferences, Limitations and Relative Rights of Series A Cumulative Convertible Preferred Stock effective as of April 17, 2000 are hereby amended, restated, and superceded in their entirety.

The following is a description of the limitations and relative rights of the respective classes of authorized capital stock and a statement of the preferences, voting powers, relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the respective classes of authorized capital stock.

A. PREFERRED STOCK

L VOTING

a. Except as may be otherwise required by law or as otherwise set forth in these Articles of Incorporation, the Preferred Stock shall vote together with all other classes and series of voting stock of the Corporation as a single class on all actions to be taken by the stockholders of the Corporation, including, but not limited to, actions amending these Articles of Incorporation to increase the number of authorized shares of Common Stock, irrespective of any provisions of the Florida Business Corporation Act to the contrary. Each share of Preferred Stock shall entitle the holder thereof to such number of votes per share on any action on which such shares are entitled to be voted as shall equal the number of shares of Common Stock (including fractions of a share) into which each share of Preferred Stock is then convertible.

b. So long as any shares of Series B Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds (as such term is defined in Section VI

Facsimile Audit No.: H04000044064 3

of this Article IV, paragraph A) pursuant to the terms of a certain Stock Purchase Agreement dated on or about February 1, 2004 by and among the Corporation, the Trident Funds and certain other parties (the "Stock Purchase Agreement"), voting together as a separate class:

(1) consent to, authorize, enter into any commitment or agreement with respect to, or consummate, a Sale of the Corporation (as such term is defined in Section VI of this Article IV, paragraph A);

(2) materially alter or change the rights, preferences or privileges of the Series B Preferred Stock, as set forth in these Articles of Incorporation, or increase or decrease the total number of authorized shares of Series B Preferred Stock;

(3) authorize (A) the creation of any class or series of any equity security of the Corporation having rights, preferences or privileges senior to, or on parity with, the Series B Preferred Stock or (B) the reclassification or modification of any class or series of any equity security of the Corporation in a manner that would result in such class or series having rights, preferences or privileges senior to, or on parity with, the Series B Preferred Stock;

(4) consent to, authorize or enter into any commitment or agreement with respect to, or consummate, a sale or other transfer of material assets of the Corporation (which shall include for this purpose the assets of all direct and indirect Subsidiaries (as such term is defined in Section VI of this Article IV, paragraph A)) to any Person (as such term is defined in Section VI of this Article IV, paragraph A) other than a wholly-owned Subsidiary of the Corporation;

(5) consent to, authorize or enter into any commitment or agreement with respect to, or consummate, the acquisition of another business or some or all of its assets (whether by acquisition of stock or assets, through a merger or otherwise) in a transaction or series of related transactions involving (A) the payment (whether in cash, immediately or over time, or through assumption of debt and other obligations) by the Corporation or any Subsidiary of aggregate consideration in excess of \$5,000,000.00, (B) the issuance of capital stock, rights to acquire capital stock of the Corporation or a combination of both in an aggregate amount, measured on an as-converted to Common Stock basis, in excess of 555,555 shares of Common Stock, or (C) consideration consisting of a combination of current and future cash payments, assumption of debt or other obligations and issuance of capital stock, rights to acquire capital stock of the Corporation or a combination of both with an aggregate value, as determined in good faith by the Board of Directors of the Corporation (the "Board of Directors"), in excess of \$5,000,000.00;

(6) redeem, purchase or otherwise acquire (or pay into or set funds aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock, other than shares of Series B Preferred Stock redeemed as provided in Section V of this Article IV, paragraph A and shares of capital stock of the Corporation repurchased pursuant to the terms of agreements entered into at the time of original issuance of such shares and approved by the Board of Directors that grant to the Corporation a right of repurchase of

Facsimile Audit No.: H04000044064 3

such shares at cost upon termination of service or employment of a consultant, director or employee of the Corporation;

(7) authorize, enter into any commitment or agreement with respect to, or incur, debt (which shall include for this purpose the debt of all direct and indirect Subsidiaries, but which shall not include a \$6,000,000.00 secured revolving credit facility to be obtained by the Corporation from Wachovia Bank, N.A. on or near the Effective Date or any replacement facility obtained on an arm's-length basis from an entity other than any past or present officer, employee, director or affiliate of the Corporation or any subsidiary of the Corporation or any entity owning 2% or more of any class of capital stock of the Corporation or any member of the immediate family of such officer, employee, director or stockholder or any corporation or other entity controlled by such officer, employee, director or stockholder or by a member of the immediate family of such officer, employee, director or stockholder, provided such replacement facility does not exceed \$6,000,000) in excess of \$5,000,000.00 in one transaction or series of related transactions;

(8) appoint or elect a new Chief Executive Officer of the Corporation;

(9) consent to or otherwise authorize any liquidation, dissolution or winding up of the Corporation; or

(10) consent to, authorize, enter into any commitment or agreement with respect to, or consummate, any transaction (other than employment compensation arrangements approved by the compensation committee of the Board, which shall at all times consist of the chief executive officer of the Corporation and at least two non-employee directors of the Corporation, including a director designated for election by the Trident Funds) with any past or present officer, employee, director or affiliate of the Corporation or any subsidiary of the Corporation or any entity owning 2% or more of any class of capital stock of the Corporation or any member of the immediate family of such officer, employee, director or stockholder or any corporation or other entity controlled by such officer, employee, director or stockholder or by a member of the immediate family of such officer, employee, director or stockholder.

c. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting together as a separate class:

(1) redeem, purchase or otherwise acquire (or pay into or set funds aside for a sinking fund for such purpose) any share or shares of Preferred Stock or Common Stock or security of any other business entity, other than shares of Series B Preferred Stock redeemed as provided in Section V of this Article IV, paragraph A and shares of capital stock of the Corporation repurchased pursuant to the terms of stock restriction agreements, approved by the Board of Directors, that grant to the Corporation a right of repurchase of such shares at cost upon termination of service or employment of a consultant, director or employee of the Corporation;

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

(2) declare, pay or set aside for payment any dividends on any class or series of capital stock of the Corporation, other than the Series B Preferred Stock; or

(3) amend these Articles of Incorporation a manner that materially and adversely affects the rights, preferences, or privileges of the Series A Preferred Stock, it being understood that any amendment to these Articles of Incorporation that authorizes the creation of any class or series of any equity security of the Corporation having dividend rights, redemption rights, liquidation preference rights or voting rights senior to, or on parity with, the Series A Preferred Stock shall not be deemed to materially and adversely affect the Series A Preferred Stock.

II. DIVIDENDS

a. Cumulative Dividends on Series B Preferred Stock. From and including the date of issuance of each share of Series B Preferred Stock to the earlier of (1) the Individual Series B Liquidation Preference Payment (as defined below) is paid on each share of Series B Preferred Stock upon the liquidation, dissolution or winding up of the Corporation, (2) the redemption of the Series B Preferred Stock, or (3) the conversion of the Series B Preferred Stock, the holders of shares of Series B Preferred Stock shall be entitled to receive, prior to and in preference to any declaration or payment of any dividend on any other shares of capital stock of the Corporation, a cumulative dividend for each such share at a rate per annum equal to six percent (6%) of the Stated Value (as such term is defined in Section VI of this Article IV, paragraph A) thereof, payable annually on the second Monday of January of each year, at the option of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds, (x) in cash, to the extent funds are legally available therefor in accordance with the Florida Business Corporation Act and consent, if needed, to such cash payment is obtained from the senior secured creditors of the Corporation, or (y) in shares of Series B Preferred Stock equal to the result of dividing the dividend amount so accrued by the Stated Value of one share of Series B Preferred Stock. With regard to the preceding sentence, if the holders of a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds do not make the election for a cash or stock dividend by November 15th of any year, then such holders shall be deemed to have elected a cash dividend for such year, payable, as contemplated above, on the second Monday of January of the next succeeding year. Such dividends shall accrue whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. The date on which the Corporation initially issues any share of Series B Preferred Stock shall be deemed to be its "date of issuance" regardless of the number of times transfer of such share is made on the stock records maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such share.

b. Non-Cumulative Dividends on Series A Preferred Stock. The holders of shares of Series A Preferred Stock shall be entitled to receive, after payment in full of all accrued dividends on the Series B Preferred Stock and prior to and in preference to any declaration or payment of any dividend on the Common Stock, out of funds legally available therefor, non-cumulative annual dividends at the rate of six percent (6%) of the Stated Value thereof, payable annually in cash each year, on the second Monday following the date on which

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

the final audited consolidated financial statements of the Corporation and its Subsidiaries for the preceding fiscal year were delivered to the Board of Directors, but only if declared by the Board of Directors. The Board of Directors may declare such a dividend if, and only if, (1) such financial statements reflect a positive net operating income for the Corporation for such full fiscal year, (2) in the sole discretion of the Board of Directors, the Corporation has sufficient cash resources to pay such dividends in light of the fiscal projections and capital spending plan for the Corporation, (3) funds are legally available therefor in accordance with the Florida Business Corporation Act and (4) consent, if needed, to such cash payment has been obtained from the senior secured creditors of the Corporation.

c. Restrictions on Other Dividends. Notwithstanding any provision in these Articles of Incorporation to the contrary, so long as any shares of Series B Preferred Stock are outstanding, in no event shall the Corporation accrue, declare or pay dividends on any shares of capital stock of the Corporation, other than Series B Preferred Stock, in any year unless the aggregate dividends paid or to be paid per share (measured on an as-converted to Common Stock basis) on such class or series of capital stock is less than or equal to the aggregate dividends (including stock dividends) paid per share (measured on an as-converted to Common Stock basis) on Series B Preferred Stock in such year.

d. Priority of Payment. In the event that full dividends are not paid to the holders of all outstanding shares of Preferred Stock so entitled to such payment and funds available for payment of dividends shall be insufficient to permit payment in full to holders of all such stock of the full preferential amounts to which they are then entitled, then the entire amount available for payment of dividends shall be distributed, first, ratably among all holders of Series B Preferred Stock in proportion to the full amount to which they would otherwise be respectively entitled and, second, only after the holders of Series B Preferred Stock have received the full amount of dividends to which they were entitled, ratably among all holders of Series A Preferred Stock in proportion to the full amount to which they would otherwise be respectively entitled.

III. LIQUIDATION

a. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the holders of the shares of Series B Preferred Stock shall be paid, before any payment shall be paid to the holders of any stock ranking on liquidation junior to the Series B Preferred Stock, an amount for each share of Series B Preferred Stock held by such holder equal to the sum of (1) the Stated Value thereof and (2) an amount equal to dividends accrued but unpaid thereon, computed to the date payment thereof is made available (such applicable amount payable with respect to a share of Series B Preferred Stock being sometimes referred to as the "Individual Series B Preferred Liquidation Preference Payment") and with respect to all shares of Series B Preferred Stock in the aggregate being sometimes referred to as the "Aggregate Series B Liquidation Preference Payment"). If upon such liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the assets to be distributed among the holders of shares of Series B Preferred Stock shall be insufficient to permit payment to the holders of Series B Preferred Stock of an aggregate amount equal to the Aggregate Series B Liquidation Preference Payment, then the entire assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series B

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

Preferred Stock (based on the Individual Series B Liquidation Preference Payments due to the respective holders of Series B Preferred Stock). Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, after the holders of Series B Preferred Stock shall have been paid in full the Aggregate Series B Preferred Liquidation Preference Payment, the remaining net assets of the Corporation shall be distributed as provided in paragraphs b and c of this Section III. For purposes hereof, the Series A Preferred Stock and the Common Stock shall rank on liquidation junior to the Series B Preferred Stock.

b. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the holders of the shares of Series A Preferred Stock shall be paid, after the holders of Series B Preferred Stock shall have been paid in full the Aggregate Series B Preferred Liquidation Preference Payment and before any payment to the holders of any stock ranking on liquidation junior to the Series A Preferred Stock, an amount for each share of Series A Preferred Stock held by such holder equal to the sum of (1) the Stated Value thereof and (2) an amount equal to dividends declared but unpaid thereon, computed to the date payment thereof is made available (such amount payable with respect to one share of Series A Preferred Stock being sometimes referred to as the "Individual Series A Liquidation Preference Payment" and with respect to all shares of Series A Preferred Stock in the aggregate being sometimes referred to as the "Aggregate Series A Liquidation Preference Payment"). If upon such liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the assets to be distributed among the holders of shares of Series A Preferred Stock shall be insufficient to permit payment to the holders of Series A Preferred Stock of an aggregate amount equal to the Aggregate Series A Liquidation Preference Payment, then the entire assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series A Preferred Stock (based on the Individual Series A Liquidation Preference Payments due to the respective holders of Series A Preferred Stock). Upon any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, after the holders of Series A Preferred Stock shall have been paid in full the Aggregate Series A Liquidation Preference Payment, the remaining net assets of the Corporation shall be distributed as provided in paragraph c of this Section III. For purposes hereof, the Common Stock shall rank on liquidation junior to the Series A Preferred Stock.

c. Upon any liquidation, dissolution or winding up of the Corporation, immediately after (1) the holders of Series B Preferred Stock have been paid in full the Aggregate Series B Liquidation Preference Payment pursuant to paragraph a above, and (2) the holders of Series A Preferred Stock have been paid in full the Aggregate Series A Liquidation Preference Payment pursuant to paragraph b above, the remaining net assets of the Corporation available for distribution shall be distributed pro-rata among the holders of shares of Series B Preferred Stock and Common Stock on an as-converted to Common Stock basis.

d. At the election of the holders, including in all cases the Trident Funds for as long as the Trident Funds hold any shares of Series B Preferred Stock, of at least a majority of the then outstanding shares of Series B Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, a Sale of the Corporation (as defined in Section VI(b)(1) or (3)) shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

III. A Sale of the Corporation (as defined in Section VI(b)(2)) shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section III. Whenever the distribution provided for in this Section III shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors, including in all cases the directors designated by the Trident Funds.

IV. CONVERSIONS

The holders of shares of Preferred Stock shall have the following conversion rights:

a. Right to Convert. Subject to the terms and conditions of this Section IV, the holder of any share or shares of Preferred Stock shall have the right, at its option at any time after the date of issuance of such shares, and from time to time, to convert any such shares of Preferred Stock (except that upon any liquidation of the Corporation the right of conversion shall terminate at the close of business on the business day fixed for payment of the amount distributable on the Preferred Stock) into such number of fully paid and nonassessable shares of Common Stock as is obtained by (1) multiplying the number of shares of Preferred Stock so to be converted by the Applicable Issuance Price (as defined below) with respect to the series of Preferred Stock so to be converted and (2) dividing the result by the Applicable Conversion Price (as defined below) with respect to the series of Preferred Stock so to be converted or, in case an adjustment of such price has taken place pursuant to the further provisions of this Section IV, then by the Applicable Conversion Price as last adjusted and in effect at the date any share or shares of such series of Preferred Stock are surrendered for conversion. The "Applicable Issuance Price" for each share of Series A Preferred Stock shall be \$6.00 per share. The "Applicable Issuance Price" for each share of Series B Preferred Stock shall be \$5.30. The initial "Applicable Conversion Price" for each share of Series A Preferred Stock shall be \$6.00 per share. The initial "Applicable Conversion Price" for each share of Series B Preferred Stock shall be \$5.30 per share. Such rights of conversion shall be exercised by the holder thereof by giving written notice to the Corporation that the holder elects to convert a stated number of shares of Preferred Stock into Common Stock and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of the Preferred Stock) at any time during its usual business hours on the date set forth in such notice, together with a statement of the name or names (with address) in which the certificate or certificates for shares of Common Stock shall be issued.

b. Issuance of Certificates: Time Conversion Effected.

(1) Promptly after the receipt of the written notice referred to in paragraph a of this Section IV, and surrender of the certificate or certificates for the share or shares of Preferred Stock to be converted, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, subject in each case to any applicable restrictions on transfer of such shares, a certificate or certificates for the number of whole shares of Common Stock issuable upon the conversion of

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

such share or shares of Preferred Stock. To the extent permitted by law, such conversion shall be deemed to have been effected, and the Applicable Conversion Price with respect to such series of Preferred Stock shall be determined, as of the close of business on the date on which such written notice shall have been received by the Corporation and the certificate or certificates for such share or shares shall have been surrendered as aforesaid, and at such time the rights of the holder of such share or shares of Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby.

(2) If the conversion of any share or shares of Preferred Stock into Common Stock is to occur in connection with an underwritten offering of the Corporation's securities pursuant to the Securities Act of 1933, as amended, such conversion may, at the option of any holder tendering shares of Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of such securities pursuant to such offering, in which event the person or persons entitled to receive the Common Stock upon conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

c. Fractional Shares; Dividends; Partial Conversion. No fractional shares shall be issued upon conversion of Preferred Stock into Common Stock and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Common Stock issued upon such conversion. At the time of each conversion, the Corporation shall pay to the holders of the shares of Preferred Stock surrendered for conversion cash in an amount equal to all dividends accrued or declared and unpaid on the shares of Preferred Stock surrendered for conversion to the date upon which such conversion is deemed to take place as provided in paragraph b above; provided, however, if cash is not legally available for payment of such dividends at the time of such conversion or consent, if needed, to such cash payment has not been obtained from the senior secured creditors of the Corporation, the Corporation shall, at the option of such holders, (1) pay such dividends in cash as and when cash is legally available therefor and such consent has been obtained (which consent the Corporation shall use its commercially reasonable best efforts to obtain as and when cash is so legally available for the payment of such dividends), or (2) provide to such holders a certificate representing a number of shares of Common Stock equal to the quotient of all dividends accrued or declared and unpaid on the shares of Preferred Stock so surrendered divided by the Applicable Conversion Price then in effect with respect to the shares of each series of Preferred Stock so surrendered. In case the number of shares of Preferred Stock represented by the certificate or certificates surrendered pursuant to paragraph a above, exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder, at the expense of the Corporation, a new certificate or certificates for the number of shares of Preferred Stock represented by the certificate or certificates surrendered which are not to be converted. If any fractional share of Common Stock would, except for the provisions of the first sentence of this paragraph c, be delivered upon such conversion, the Corporation, in lieu of delivering such fractional share, shall pay to the holder surrendering the Preferred Stock for conversion an amount in cash equal to the fair market value of such fractional share as determined in good faith by the Board of Directors.

Facsimile Audit No.: H04000044064 3

d. Adjustment of Price Upon Issuance of Common Stock. Except as provided in paragraphs e and f of this Section IV, if and whenever the Corporation shall after the Effective Date issue or sell, or is, in accordance with paragraphs d(1) through d(7) below, deemed to have issued or sold, any shares of Common Stock for consideration per share less than the Applicable Conversion Price with respect to shares of a series of Preferred Stock in effect immediately prior to the time of such issue or sale (such number being appropriately adjusted to reflect the occurrence of any event described in paragraph f below), then, forthwith upon such issue or sale, the Applicable Conversion Price with respect to such shares of Preferred Stock shall be reduced to the price determined (separately with respect to the shares of each series of Preferred Stock so affected) by dividing (i) an amount equal to the sum of (a) the number of shares of Common Stock outstanding, or deemed to be outstanding in accordance with paragraphs d(1) through d(4) below, immediately prior to such issue or sale (assuming the conversion of the outstanding shares of Preferred Stock using the Applicable Conversion Price in effect with respect to the shares of each such series of Preferred Stock immediately prior to such issue or sale) multiplied by the then existing Applicable Conversion Price with respect to the applicable shares of such series of Preferred Stock and (b) the consideration, if any, received by the Corporation upon such issue or sale, by (ii) an amount equal to the sum of (a) the total number of shares of Common Stock outstanding, or deemed to be outstanding in accordance with paragraphs d(1) through d(4), immediately after such issue or sale and (b) the number of shares of Common Stock issuable upon conversion of all outstanding shares of Preferred Stock immediately prior to such issue or sale.

For purposes of this paragraph d, the following paragraphs d(1) to d(7) shall also be applicable:

(1) Issuance of Rights or Options. In case at any time after the Effective Date the Corporation shall in any manner grant (whether directly or by assumption in a merger or otherwise) any warrants or other rights to subscribe for or to purchase, or any options for the purchase of, Common Stock or any stock or security convertible into or exchangeable for Common Stock (such warrants, rights or options being called "Options" and such convertible or exchangeable stock or securities being called "Convertible Securities"), or shall fix a record date for the determination of the holders of any class of securities entitled to receive any such Options or Convertible Securities, whether or not such Options or the right to convert or exchange any such Convertible Securities are immediately exercisable, and the price per share for which Common Stock is issuable upon the exercise of such Options or upon the conversion or exchange of such Convertible Securities (determined by dividing (a) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such Options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of all such Options, plus, in the case of such Options which relate to Convertible Securities, the minimum aggregate amount of additional consideration, if any, payable upon the issue or sale of such Convertible Securities and upon the conversion or exchange thereof, by (b) the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon the conversion or exchange of all such Convertible Securities issuable upon the exercise of such Options) shall be less than the Applicable Conversion Price with respect to any shares of either series of Preferred Stock in effect immediately prior to the time of the granting of such Options, or, in case such a record date shall have been fixed, immediately prior to the close

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

of business on such record date, then the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon conversion or exchange of the total maximum amount of such Convertible Securities issuable upon the exercise of such Options shall be deemed to have been issued for such price per share as of the date of granting of such Options or the issuance of such Convertible Securities, or, in case such a record date shall have been fixed, prior to the close of business on such record date, and thereafter shall be deemed to be outstanding. Except as otherwise provided in paragraph d(3), no adjustment of the Applicable Conversion Price with respect to any shares of such series of Preferred Stock shall be made upon the actual issue of such Common Stock or of such Convertible Securities upon exercise of such Options or upon the actual issue of such Common Stock upon conversion or exchange of such Convertible Securities.

(2) Issuance of Convertible Securities. Except upon the exercise of an Option referred to in paragraph (d)(1), above, in case at any time after the Effective Date the Corporation shall in any manner issue (whether directly or by assumption in a merger or otherwise) or sell any Convertible Securities, or shall fix a record date for the determination of the holders of any class of securities entitled to receive any such Convertible Securities, whether or not the rights to exchange or convert any such Convertible Securities are immediately exercisable, and the price per share for which Common Stock is issuable upon such conversion or exchange (determined by dividing (a) the total amount received or receivable by the Corporation as consideration for the issue or sale of such Convertible Securities prior to giving effect to any anti-dilution provision or feature of such securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (b) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all such Convertible Securities) shall be less than the Applicable Conversion Price with respect to any shares of either series of Preferred Stock in effect immediately prior to the time of such issue or sale, or, in case such a record date shall have been fixed, immediately prior to the close of business on such record date, then the total maximum number of shares of Common Stock issuable upon conversion or exchange of all such Convertible Securities shall be deemed to have been issued for such price per share as of the date of the issue or sale of such Convertible Securities, or, in case such a record date shall have been fixed, as of the close of business on such record date, and thereafter shall be deemed to be outstanding, provided that if any such issue or sale of such Convertible Securities is made upon exercise of any Options to purchase any such Convertible Securities for which adjustments of the Applicable Conversion Price for any shares of a particular series of Preferred Stock have been or are to be made pursuant to other provisions of this paragraph d, no further adjustment of such Applicable Conversion Price shall be made by reason of such issue or sale.

(3) Change in Option Price or Conversion Rate. Upon the happening of any of the following events at any time after the Effective Date, namely, if the purchase price provided for in any Options referred to in paragraph d(1), the additional consideration, if any, payable upon the conversion or exchange of any Convertible Securities referred to in paragraph d(1) or d(2), or the rate at which Convertible Securities referred to in paragraph d(1) or d(2) are convertible into or exchangeable for Common Stock shall change at any time (including, but not limited to, changes under or by reason of provisions designed to protect against dilution), the Applicable Conversion Price with respect to any shares of such

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

series of Preferred Stock in effect at the time of such event shall forthwith be readjusted to the Applicable Conversion Price which would have been in effect at such time had such Options or Convertible Securities still outstanding provided for such changed purchase price, additional consideration or conversion rate, as the case may be, at the time initially granted, issued or sold, but only if as a result of such adjustment the Applicable Conversion Price then in effect hereunder is thereby reduced (appropriately adjusted to reflect the occurrence of any event described in paragraph f); provided, however, that no such adjustment of the Applicable Conversion Price shall affect Common Stock previously issued upon conversion of any Preferred Stock; and on the termination of any such Options or any such right to convert or exchange such Convertible Securities, such Applicable Conversion Price then in effect hereunder shall forthwith be increased to the Applicable Conversion Price which would have been in effect at the time of such termination as though such Options or Convertible Securities, to the extent outstanding immediately prior to such termination, had never been issued.

(4) Stock Dividends.

(i) In case the Corporation shall at any time after the Effective Date declare a dividend or make any other distribution upon any stock of the Corporation payable in Common Stock, Options or Convertible Securities, then any Common Stock, Options or Convertible Securities, as the case may be, issuable in payment of such dividend or distribution shall be deemed to be outstanding upon such declaration and to have been issued or sold without consideration.

(ii) In case the Corporation shall at any time after the Effective Date make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of the Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had the 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 conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this paragraph with respect to the rights of the holders of the Preferred Stock.

(iii) Notwithstanding any provision of this paragraph (d)(4) to the contrary, no adjustment to the Applicable Conversion Price shall be required and no provision for future issuance of such dividend or other distribution, together with applicable adjustments thereto, upon conversion of shares of Preferred Stock shall be required if, simultaneously with any payment of any such dividend or distribution, the holders of Preferred Stock receive a dividend or other distribution of securities in an amount equal to the amount of such securities as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event (and in the same form as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event).

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

(5) Consideration for Stock. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Corporation therefor. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be deemed to be the fair market value of such consideration as determined in good faith by the Board of Directors. In case any Options shall be issued in connection with the issue and sale of other securities of the Corporation, together comprising one integral transaction in which no specific consideration is allocated to such Options by the parties thereto, such Options shall be deemed to have been issued for such consideration as determined in good faith by the Board of Directors of the Corporation.

(6) Record Date. In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them (a) to receive a dividend or other distribution payable in Common Stock, Options or Convertible Securities or (b) to subscribe for or purchase Common Stock, Options or Convertible Securities, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

(7) Treasury Shares. The number of shares of Common Stock outstanding at any given time shall not include shares owned or held by or for the account of the Corporation, and the disposition of any such shares (other than by retirement) shall be considered an issue or sale of Common Stock for the purpose of this paragraph d.

e. Certain Issues of Common Stock Excepted. Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the Applicable Conversion Price pursuant to paragraph (d) with respect to any shares of either series of Preferred Stock in the case of the issuance after the Effective Date of this Amended and Restated Certificate of Incorporation of (1) shares of Common Stock issuable upon conversion of the Preferred Stock; (2) shares of Common Stock issued as a dividend or distribution on Series B Preferred Stock; (3) shares (appropriately adjusted to reflect the occurrence of an event described in paragraph f) of Common Stock or Options to acquire shares of Common Stock up to an aggregate of 625,953 shares of Common Stock issued or issuable to officers, directors, employees, or consultants of the Corporation pursuant to a stock option plan or restricted stock plan or agreement approved by Board of Directors; (4) equity securities of the Corporation, or securities convertible into equity securities of the Corporation, issued to banks or other financial institutions in connection with the provision of loan or lease arrangements approved by the Board of Directors of the Corporation, provided the aggregate of such equity or convertible securities shall not exceed two percent (2%) on an as-converted to Common Stock basis, of the issued and outstanding, or reserved for issuance, securities of the Corporation on the Effective Date; (5) equity securities of the Corporation, or securities convertible into equity securities of the Corporation, issued to Persons, other than banks or other financial institutions, in connection with transactions of primarily a strategic, not financial nature, approved by the Board of

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

Directors of the Corporation, provided the aggregate of such equity or convertible securities shall not exceed ten percent (10%) on an as-converted to Common Stock basis, of the issued and outstanding, or reserved for issuance, securities of the Corporation on the Effective Date; (6) shares of common stock issued to insurance agencies pursuant to agency agreements in connection with marketing of the Corporation's products and services, provided such stock grants shall not exceed, in the aggregate, 137,500 shares of common stock, and (7) the issuance of securities upon exercise or conversion of any of the securities listed under (1) through (6) above.

f. Subdivision or Combination of Common Stock. In case the Corporation shall at any time after the Effective Date subdivide (by any stock split, stock dividend or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Applicable Conversion Price with respect to each series of Preferred Stock in effect immediately prior to such subdivision shall be proportionately reduced, and, conversely, in case the outstanding shares of Common Stock shall be combined into a smaller number of shares, the Applicable Conversion Price with respect to each series of Preferred Stock in effect immediately prior to such combination shall be proportionately increased.

g. Reorganization or Reclassification. If any capital reorganization, reclassification, recapitalization, consolidation, merger, sale of all or substantially all of the Corporation's assets or other similar transaction (any such transaction being referred to herein as an "Organic Change") shall be effected in such a way that holders of Common Stock shall be entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such Organic Change, lawful and adequate provisions shall be made whereby each holder of a share or shares of Preferred Stock shall thereupon have the right to receive (but not in limitation of the rights granted in paragraph d of Section III), upon the basis and upon the terms and conditions specified herein and in lieu of or in addition to, as the case may be, the shares of Common Stock immediately theretofore receivable upon the conversion of such share or shares of Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such Common Stock immediately theretofore receivable upon such conversion had such Organic Change not taken place. In any such case, only appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for adjustments of the Applicable Conversion Price with respect to each series of Preferred Stock) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

h. Notice of Adjustment. Upon any adjustment of the Applicable Conversion Price with respect to any shares of either series of Preferred Stock, then and in each such case, the Corporation shall give written notice thereof, by delivery in person, certified or registered mail, return receipt requested, or telecopier, addressed to each holder of shares of Preferred Stock at the address of such holder as shown on the books of the Corporation, which notice shall state the Applicable Conversion Price with respect to the shares of each such series

Facsimile Audit No.: H04000044064 3

of Preferred Stock resulting from such adjustment, setting forth in reasonable detail the method upon which such calculation is based.

i. Other Notices. In case at any time:

(1) the Corporation shall declare any dividend or distribution upon its Common Stock payable in cash, property, stock or other securities;

(2) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a Sale of the Corporation;

(3) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation; or

(4) the Corporation shall propose to offer for subscription pro rata to the holders of any class or series of stock any additional shares of stock of any class or series or other rights;

then, in any one or more of said cases, the Corporation shall give, by delivery in person, certified or registered mail, return receipt requested or telecopier, addressed to each holder of any shares of Preferred Stock at the address of such holder as shown on the books of the Corporation, (a) at least 20 days' prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification, Sale of the Corporation, dissolution, liquidation or winding up and (b) in the case of any such reorganization, reclassification, Sale of the Corporation, dissolution, liquidation or winding up, at least 20 days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (1) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto and such notice in accordance with the foregoing clause (2) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, Sale of the Corporation, dissolution, liquidation or winding up, as the case may be. Such notice shall be deemed given when received if delivered in person or by telecopier (with confirmation of receipt), or three (3) days after being sent by certified or registered mail.

j. Stock to be Reserved. The Corporation will at all times reserve and keep available out of its authorized Common Stock, solely for the purpose of issuance upon the conversion of Preferred Stock as herein provided, such number of shares of Common Stock as shall from time to time be issuable upon the conversion of all outstanding shares of Preferred Stock; 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 Preferred Stock, the Corporation shall take such action as may, in the opinion of its counsel, be necessary to increase the authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

requisite stockholder approval of any necessary amendment to the Certificate of Incorporation of the Corporation. The Corporation covenants that all shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof, and, without limiting the generality of the foregoing, the Corporation covenants that it will from time to time take all such action as may be required to assure that the par value per share of the Common Stock is at all times equal to or less than the Applicable Conversion Price with respect to all shares of either series of the Preferred Stock in effect at the time. The Corporation will take all such action as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirement of any national securities exchange upon which the Common Stock may be listed.

k. No Reissuance of Preferred Stock. Shares of Preferred Stock which are converted into shares of Common Stock as provided herein shall not be reissued.

l. Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of Preferred Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Preferred Stock which is being converted.

m. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Preferred Stock in any manner which interferes with the timely conversion of such Preferred Stock, except as may otherwise be required to comply with applicable securities laws.

n. Mandatory Conversion. Each share of Preferred Stock shall automatically convert to shares of Common Stock on the basis set forth in this Section IV upon the earlier to occur of:

(1) the closing of a firm commitment underwritten public offering of shares of Common Stock (a) with gross proceeds to the Corporation of at least \$50,000,000 and (b) a price per share public offering price at least equal to three (3) times the Applicable Conversion Price in effect for the Series B Preferred Stock immediately prior to such closing (as determined pursuant to Section IV.a.(z)(i)); or

(2) the consent or approval of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

o. No Impairment. The Corporation will not, by amendment of this Amended and Restated Certificate of Incorporation or through any reorganization, recapitalization or any other voluntary action, avoid or seek to avoid the observance or

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

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 this Section IV 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 shares of Preferred Stock against impairment.

V. REDEMPTION

The shares of Preferred Stock shall be redeemed as follows:

a. Optional Redemption.

(1) The Corporation shall not at any time have the right at its election to call or to redeem all or any shares of Series B Preferred Stock. Upon the written election of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds, consenting or voting (as the case may be) together as a single class, given at any time on or after December 1, 2008 (the "Series B Redemption Notice"), the Corporation shall redeem all, but not less than all, of the then outstanding Series B Preferred Stock in three equal installments, from funds legally available therefor, with one-third of the shares of Series B Preferred Stock redeemed on the First Series B Redemption Date (as defined below), one-third redeemed on the first anniversary of the First Series B Redemption Date and the remainder redeemed on the second anniversary of the First Series B Redemption Date (collectively the "Series B Redemption Dates"). Upon receipt of the Series B Redemption Notice, the Corporation will so notify in writing all other persons holding Series B Preferred Stock of the scheduled redemption in accordance with paragraph c of this Section V. After receipt of the Series B Redemption Notice, the Corporation shall fix the first date for redemption of the Series B Preferred Stock (the "First Series B Redemption Date") provided that such First Series B Redemption Date shall occur at least forty-five but not more than sixty (60) days after receipt by the Corporation of the Series B Redemption Notice. All holders of Series B Preferred Stock shall deliver to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for the Series B Preferred Stock or at the principal office of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the Series B Preferred Stock to be redeemed on the applicable Series B Redemption Date, duly endorsed for transfer to the Corporation (if required by it) on or before the applicable Series B Redemption Date. Each partial redemption of Series B Preferred Stock, whether pursuant to this paragraph (a)(1) or otherwise, shall be made *pro rata* (so that the number of shares of Series B Preferred Stock held by each registered owner whose shares are being redeemed shall be reduced in an amount which shall bear the same ratio to the total number of shares of Series B Preferred Stock being redeemed as all such shares then held by such registered owner bears to the aggregate number of shares of Series B Preferred Stock then outstanding).

(2) Upon the written election of the holders of at least two-thirds of the then outstanding shares of Series A Preferred Stock, consenting or voting (as the case may be) together as a single class, given at any time on or after December 1, 2010 (the "Series A Redemption Notice"), but (so long as all shares of Series B Preferred Stock have not been redeemed in full pursuant to Section V.(a)(1) or converted pursuant to Section IV.(a) or

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

(n)(1) or (2)) in all cases subject to the prior approval of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds, consenting or voting (as the case may be) together as a single class, which approval may be made contingent on the prior redemption of all then outstanding shares of Series B Preferred Stock, the Corporation shall redeem all of the then outstanding Series A Preferred Stock. Upon receipt of the Series A Redemption Notice, and not less than fifteen (15) days prior to the date scheduled for such redemption (the "Series A Redemption Date"), the Corporation will so notify in writing all other persons holding Series A Preferred Stock of the scheduled redemption in accordance with paragraph c of this Section V. All holders of Series A Preferred Stock shall deliver to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for the Series A Preferred Stock or at the principal office of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the Series A Preferred Stock to be redeemed on the Series A Redemption Date, duly endorsed for transfer to the Corporation (if required by it) on or before the Series A Redemption Date. Each partial redemption of Series A Preferred Stock, whether pursuant to this paragraph (a)(2) or otherwise, shall be made *pro rata* (so that the number of shares of Series A Preferred Stock held by each registered owner whose shares are being redeemed shall be reduced in an amount which shall bear the same ratio to the total number of shares of Series A Preferred Stock being redeemed as all such shares then held by such registered owner bears to the aggregate number of shares of Series A Preferred Stock then outstanding).

b. Redemption Price and Payment. The Series B Preferred Stock to be redeemed on any Series B Redemption Date shall be redeemed by paying for each share in cash an amount equal to (a) the Stated Value per share of each such share, plus (b) an amount equal to the total amount of (i) all dividends accrued and unpaid on each such share to the date such share is redeemed, whether or not declared, and (ii) all other dividends declared and unpaid on each such share through the date of actual redemption, such amount being referred to as the "Series B Redemption Price". Such payment shall be made in full on the applicable Series B Redemption Date to the holders entitled thereto with respect to their shares being redeemed on such date.

The Series A Preferred Stock to be redeemed on the Series A Redemption Date shall be redeemed by paying for each share in cash an amount equal to (a) the Stated Value per share of each such share, plus (b) an amount equal to the total amount of all dividends declared and unpaid on each such share, such amount being referred to as the "Series A Redemption Price". Such payment shall be made in full on the Series A Redemption Date to the holders entitled thereto with respect to their shares being redeemed on such date.

c. Redemption Mechanics for Optional Redemptions.

(1) At least twenty (20) but not more than thirty (30) days prior to each Series B Redemption Date, written notice (the "Corporation Series B Redemption Notice") shall be given by the Corporation by mail, postage prepaid, by reputable overnight delivery service, or by facsimile transmission, to each holder of record (at the close of business on the business day next preceding the day on which the Series B Redemption Notice is given)

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

of shares of Series B Preferred Stock notifying such holder of the redemption and specifying the Series B Redemption Price, the Series B Redemption Date and the place where the said Series B Redemption Price shall be payable. Notwithstanding any provision in these Articles of Incorporation to the contrary, after the Corporation has furnished the Corporation Series B Redemption Notice, each holder of shares of Series B Preferred Stock called for redemption may, on or before the close of the last business day preceding the applicable Series B Redemption Date, convert such shares into shares of Common Stock on the basis set forth in Section IV of this Article IV, paragraph A, which conversion may be made contingent on the scheduled redemption actually occurring as contemplated in the Corporation Series B Redemption Notice.

The Corporation Series B Redemption Notice shall be addressed to each holder of Series B Preferred Stock at his address as shown by the records of the Corporation. From and after the close of business on the Series B Redemption Date, as applicable, unless there shall have been a default in the payment of the Series B Redemption Price, all rights of holders of shares of Series B Preferred Stock to be redeemed on such Series B Redemption Date, (except the right to receive the Series B Redemption Price, as applicable) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of Series B Preferred Stock on any Series B Redemption Date are insufficient to redeem the number of shares, if any, of Series B Preferred Stock required under this Section V to be redeemed on such date, those funds which are legally available will be used to redeem the shares of Series B Preferred Stock to be redeemed on such Series B Redemption Date and the maximum possible number of such shares of Series B Preferred Stock ratably if the funds of the Corporation legally available therefor are insufficient to redeem all shares of Series B Preferred Stock. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series B Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares of Series B Preferred Stock which the Corporation was theretofore obligated to redeem, ratably.

(2) At least fifteen (15) days prior to the Series A Redemption Date, written notice (the "Corporation Series A Redemption Notice") shall be given by the Corporation by mail, postage prepaid, by reputable overnight delivery service, or by facsimile transmission, to each holder of record (at the close of business on the business day next preceding the day on which the Series A Redemption Notice is given) of shares of Series A Preferred Stock notifying such holder of the redemption and specifying the Series A Redemption Price, the Series A Redemption Date and the place where the said Series A Redemption Price shall be payable. Notwithstanding any provision in these Articles of Incorporation to the contrary, after the Corporation has furnished the Corporation Series A Redemption Notice, each holder of shares of Series A Preferred Stock called for redemption may, on or before the close of the last business day preceding the Series A Redemption Date, convert such shares into shares of Common Stock on the basis set forth in Section IV of this Article IV, paragraph A.

The Corporation Series A Redemption Notice shall be addressed to each holder at his address as shown by the records of the Corporation. From and after the close of business on the Series A Redemption Date, unless there shall have been a default in the payment of the Series A

Facsimile Audit No.: H04000044064 3

306790.6

Facsimile Audit No.: H04000044064 3

Redemption Price, all rights of holders of shares of Series A Preferred Stock to be redeemed on the Series A Redemption Date (except the right to receive the Series A Redemption Price) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of Series A Preferred Stock on the Series A Redemption Date are insufficient to redeem the number of shares, if any, of Series A Preferred Stock required under this Section V to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares of Series A Preferred Stock to be redeemed on the Series A Redemption Date, ratably on the basis of the number of shares of Series A Preferred Stock which would be redeemed on such date if the funds of the Corporation legally available therefor had been sufficient to redeem all shares of Series A Preferred Stock required to be redeemed on such Series A Redemption Date. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares of Series A Preferred Stock which the Corporation was theretofore obligated to redeem, ratably.

Any shares of Series A Preferred Stock and Series B Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein.

d. Right of the Company to Redeem Series A Preferred Stock at the Company's Election. Subject to the prior written consent of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock originally purchased by the Trident Funds, consenting or voting (as the case may be) together as a single class, which consent may be made contingent on the prior redemption of all then outstanding shares of Series B Preferred Stock, shares of the Series A Preferred Stock shall be redeemable, in whole or in part, upon approval of the Corporation and approval of the holders of at least a majority of the Series A Preferred Stock, by resolution of its Board of Directors upon the Board's approval of a Sale of the Corporation pursuant to which the then holders of the Corporation's capital stock are transferring more than 50.01% of the Corporation's capital stock to one or more Persons at a price equal to the sum of \$6.00 per share (subject to adjustment as set forth herein) plus all dividends declared but unpaid with respect to each such share up to the date fixed for redemption. In the event that less than all of the outstanding shares of Series A Preferred Stock are redeemed at any one time, the shares to be redeemed shall be selected in a non-discriminatory manner to be determined by the Board of Directors. Not less than ten (10) nor more than sixty (60) days prior to the date fixed for redemption of any shares of Series A Preferred Stock, a notice specifying the time and place of such redemption shall be given to all holders of record of shares of Series A Preferred Stock, at their respective addresses as the same shall appear on the stock books of the Corporation, but no failure on the part of the shareholder to receive such notice and no defect in the wording of the notice shall affect the validity of the proceedings adopted with respect to the redemption of any such shares. After the Corporation has furnished its notice of redemption, each holder of shares of Series A Preferred Stock called for redemption may, on or before the close of the last business day preceding the designated redemption date, convert such shares into shares of Common Stock on the basis set forth in Section IV of this Article IV, paragraph A.

Facsimile Audit No.: H04000044064 3

a. Redeemed or Otherwise Acquired Shares to be Retired. Any shares of Preferred Stock redeemed pursuant to this Section V or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Preferred Stock.

VI. DEFINITIONS

As used herein, the following terms shall have the following meanings:

a. The term "Person" shall mean an individual, partnership, corporation, unincorporated organization or association, limited liability company, trust or other entity.

b. The term "Sale of the Corporation" shall mean (1) a merger, combination, consolidation or similar business combination involving the Corporation in which the holders of voting securities of the Corporation immediately prior thereto are not the holders of a majority in interest of the voting securities of the surviving entity in such transaction, (2) a sale, lease or conveyance of all or substantially all of the assets of the Corporation, or (3) a sale of a majority of the outstanding voting securities of the Corporation other than in a public offering of such securities.

c. The term "Stated Value" shall mean \$6.00 per share with respect to the Series A Preferred Stock and, \$5.30 per share with respect to the Series B Preferred Stock (in each case subject to appropriate adjustment for stock splits, reverse stock splits, stock dividends, recapitalizations, reclassifications and similar events affecting such series of Preferred Stock).

d. The term "Subsidiary" shall mean any corporation, partnership, trust or other entity of which the Corporation and/or any of its other subsidiaries directly or indirectly owns at the time a majority of the outstanding voting securities of such corporation, partnership, trust or other entity.

e. The term "Trident Funds" shall mean, collectively, Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P., Trident Capital Fund-V Principals Fund, L.P. and Trident Capital Parallel Fund-V, C.V.

B. COMMON STOCK

I. Priority. All preferences, voting powers, dividend rights, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

II. Voting Rights. Except as otherwise required by law or these Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of

Facsimile Audit No.: H04000044064 3

stock held by such stockholder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation. Except as may be otherwise provided in these Articles of Incorporation or by law, the Common Stock shall vote together with all other classes and series of stock of the Corporation (including the Preferred Stock) as a single class on all actions to be taken by the stockholders of the Corporation. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding or reserved for the exercise of options or warrants or conversion of the Preferred Stock) by the affirmative vote of the holders of a majority of the capital stock of the Corporation entitled to vote, voting together as a single class, irrespective of any provisions of the Florida Business Corporation Act to the contrary.

III. Dividends. Subject to Section A. II. above, the holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

IV. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential liquidation rights and any participation rights of any then outstanding Preferred Stock."

2. The Articles of Incorporation of the Corporation are hereby further amended by adding to the end thereto a new Article IX as follows:

"ARTICLE IX
Waiver of Statutory Provisions

In accordance with Section 607.0901(5)(c), Florida Statutes, the Corporation hereby elects not to be governed by Section 607.0901, Florida Statutes, relating to certain affiliated transactions; In accordance with Section 607.0902(5), the Corporation hereby elects not to be governed by Section 607.0902, Florida Statutes with regard to control-share acquisitions; In accordance with Section 607.1302(3), Florida Statutes, the Corporation hereby elects to eliminate appraisal rights for any class or series of preferred capital stock."

3. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendments recited in Sections 1 and 2. above have been duly adopted in accordance with the provisions of §§607.0821, .0704, .1003, and .1004, Florida Statutes, shareholders holding a sufficient interest of each class of the capital stock of the Corporation having executed a written statement, dated as of March 1, 2004 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by each group of the shareholders having been sufficient for approval; and all directors of the Corporation having approved the amendment at a special meeting of the directors on February 9, 2004.

Facsimile Audit No.: H04000044064 3

306790.6

MAR. 1. 2004 9:39AM BRGWR-813-223-9620


NO. 9916 P. 24

Facsimile Audit No.: H04000044064 3

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of Chief Executive Officer this 1st day of ~~February~~ ^{March}, 2004.

AGENCY SOLUTIONS
INTERNATIONAL, INC.

By: _____


James K. Murray, III
Chief Executive Officer

Facsimile Audit No.: H04000044064 3

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

~~March~~ The foregoing instrument was acknowledged before me, under oath, this 1st day of February, 2004 by James K. Murray, III, an individual known to me or who has produced _____ as identification, in his capacity as Chief Executive Officer of Agency Solutions International, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

sign



print Brent Jones



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

K:\corp\Trident\Advantech\Agreements and Charter Docs\Articles of Amendment