

CSC
THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836844 4303929

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 52.50

ORDER DATE : September 20, 2000

ORDER TIME : 2:46 PM

ORDER NO. : 836844-005

CUSTOMER NO: 4303929

CUSTOMER: Michael W. Hein, Esq
Greenberg Traurig, P.a.
1221 Brickell Avenue

Miami, FL 33131-3238

*Amended &
Restated
Articles*

600003399896--8

DOMESTIC AMENDMENT FILING

NAME: AVBORNE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RRR
9/21/00

00 SEP 20 PM 11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 20 PM 4:03

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVBORNE, INC.**

FILED
00 SEP 20 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avborne, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Avborne, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for the authorization of 5,000 shares of preferred stock, which are designated Series A Preferred Stock, and set forth the description and designation thereof.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were adopted and approved on September 20, 2000 by the Corporation's Board of Directors and shareholders, in each case, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of
September 20, 2000.

AVBORNE, INC.

By: 

Name: Derek A. McDowell

Title: President and CEO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVBORNE, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, AVBORNE, INC. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name and Principal Office

The name of the corporation is AVBORNE, INC. The address of the principal office of the Corporation is 7500 N.W. 26th Street, Miami, Florida 33122, and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE II
Registered Agent and Office

The street address of the Corporation's registered office is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, and the name of its registered agent at such address is Maria C. Callejas.

ARTICLE III
Capital Stock

The total number of shares of all classes which this Corporation shall have the authority to issue is Fifty Five Thousand (55,000) shares, consisting of (i) Fifty Thousand (50,000) shares of common stock ("Common Stock"), par value \$.01 per share, of which Forty Five Thousand (45,000) shares shall be Class A Common Stock ("Class A Stock"), and Five Thousand (5,000) shares shall be Class B Common Stock ("Class B Stock") and (ii) Five Thousand (5,000) shares of preferred stock, \$.01 par value per share, designated as Series A Preferred Stock (the "Series A Preferred Stock"). Such shares of Common Stock and Series A Preferred Stock are sometimes hereafter collectively referred to as the "capital stock."

Common Stock

(A) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Series A Preferred Stock.

(B) Voting Privileges.

(1) General. Each holder of Class A Stock shall have one vote on all matters submitted to the shareholders for each share of Class A Stock standing in the name of such holder on the books of this Corporation and each holder of a fraction of a share of Class A Stock shall have a corresponding fractional vote on all matters submitted to a vote of the shareholders for each fraction of a share of Class A Stock standing in the name of such holder on the books of this Corporation. The holders of Class B Stock shall have no voting rights except as otherwise provided herein or by law. Except as otherwise required by law, the shares of Common Stock of this Corporation entitled to vote (which shall not include the Class B Stock) shall vote as a single class on all matters submitted to the holders of such Common Stock.

(2) No Cumulative Voting. No shareholder of this Corporation shall have any cumulative voting rights.

(C) Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common Stock then outstanding, regardless of class, when, if and as such dividends are declared paid; provided, however, that if dividends are declared which are payable in Common Stock or other voting securities (or options or warrants for or securities convertible into Common Stock or other voting securities or other rights to subscribe for or to purchase Common Stock or other voting securities), the dividends payable to holders of Class A Stock will be paid in shares of Class A Stock or such other voting securities (or options or warrants for or securities convertible into shares of Class A Stock or such other voting securities or other rights to subscribe for or to purchase shares of Class A Stock or such other voting securities, as the case may be), and the dividends payable to holders of Class B Stock will be paid in shares of Class B Stock or other non-voting securities which are otherwise identical to such voting securities and which are convertible into or exchangeable for such voting securities on the same terms as the Class B Stock is convertible into the Class A Stock (or options or warrants for or securities convertible into shares of Class B Stock or such non-voting securities or other rights to subscribe for or to purchase shares of Class B Stock or such non-voting securities, as the case may be).

(D) Conversion of Class B Stock.

(1) At any time and from time to time, each holder of Class B Stock will be entitled to convert any and all of the shares of such holder's Class B Stock into the same number of shares of Class A Stock at such holder's election (appropriately adjusted to reflect stock splits, reorganizations, consolidations, and similar changes effected after the initial issuance of Class A Stock). Notwithstanding any right of conversion of Class B Common Stock provided for above, no such shares of Class B Common Stock originally issued by the Corporation to a bank holding company or an affiliate of a bank holding company shall be converted into shares of Class A Common Stock by the original holder or any direct or indirect transferee thereof such that immediately after such conversion such person and its affiliates would own more than

4.9% of any class of voting securities of the Corporation, unless such shares are being distributed, disposed of or sold in any one of the following transactions (each a "Conversion Event"):

(a) such shares are being sold in a public offering of such shares registered under the Securities Act of 1933 or a public sale pursuant to Rule 144 of the Securities and Exchange Commission or any similar rule then in force;

(b) such shares are being sold (including by virtue of a merger, consolidation or similar transaction involving the Corporation to a person or group of persons (within the meaning of the Securities Exchange Act of 1934, as amended (the "1934 Act")) if, after such sale, such person or group of persons in the aggregate would own or control securities of the Corporation (excluding any Class A Common Stock converted and disposed of in connection with such Conversion Event) which possess in the aggregate the ordinary voting power to elect a majority of the Corporation's directors;

(c) such shares are being sold to a person or group of persons (within the meaning of the 1934 Act) if, after such sale, such person or group of persons in the aggregate would not own, control or have the right to acquire more than two percent of the outstanding securities of any class of voting securities of the Corporation, or

(d) such shares are being sold in any other manner permitted by the Federal Reserve Board.

For purposes of this paragraph, "persons" shall include any natural person and any corporation, partnership, joint venture, trust, unincorporated organization and any other entity or organization and percentages of the Corporation's outstanding voting securities shall include shares issuable upon exercise or conversion of Class B Common Stock and other convertible securities, options, warrants or other similar instruments owned by such bank holding company, its transferees and their respective affiliates, but shall not include shares issuable upon exercise or conversion of convertible securities, options, warrants or other similar instruments owned by any other person.

(2) Each conversion of shares of Class B Stock into shares of Class A Stock will be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal executive office of this Corporation (or such other office or agency of this Corporation as this Corporation may designate by notice in writing to the holder or holders of the Class B Stock) at any time during normal business hours, together with a written notice by the holder of such Class B Stock stating that such holder desires to convert the shares, or a stated number of the shares, of Class B Stock represented by such certificate or certificates into Class A Stock and that upon such conversion such holder and its affiliates will not directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by this Corporation than such holder and its affiliates are permitted to own, control or have the

power to vote under any applicable law or under any regulation, rule or other requirement of any governmental authority (and such statement will obligate this Corporation to issue such Class A Stock). Such conversion will be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such written notice has been received, and at such time the rights of the holder of the converted Class B Stock as such holder will cease and the person or persons in whose name or names the certificate or certificates for shares of Class A Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Class A Stock represented thereby.

(3) Promptly after such surrender and the receipt of such written notice, this Corporation will issue and deliver in accordance with the surrendering holder's instructions (i) the certificate or certificates for the Class A Stock issuable upon such conversion and (ii) a certificate representing any Class B Stock which was represented by the certificate or certificates delivered to this Corporation in connection with such conversion but which was not converted.

(4) In the case of, and as a condition to, any capital reorganization of, or any reclassification of the capital stock of, this Corporation (other than a subdivision or combination of shares of any class of Common Stock into a greater or lesser number of shares (whether with or without par value) or a change in the par value of any class of Common Stock or from par value to no par value, or from no par value to par value) or in the case of, and as condition to, the consolidation or merger of this Corporation with or into another corporation (other than a merger in which this Corporation is the surviving corporation and which does not result in any reclassification of outstanding shares of Common Stock), each share of Class B Stock shall be reclassified so as to be convertible into the number of shares of stock or other securities or property receivable with respect to merger by the holders of the Class A Stock and, in any such case, appropriate adjustment shall be made in the application of the provisions set forth in this paragraph (D) with respect to the rights and interests thereafter of the holders of Class B Stock to the end that the provisions set forth in this paragraph (D) (including provisions with respect to the conversion rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other securities or property thereafter deliverable upon the conversion of the shares of Class B Stock.

(5) Shares of Class B Stock which are converted into shares of Class A Stock as provided herein shall not be reissued.

(6) This Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Stock, solely for the purpose of issue upon the conversion of the Class B Stock as provided in this paragraph (D), such number of shares of Class A Stock as shall then be issuable upon the conversion of all then outstanding shares of Class B Stock (assuming that all such shares of Class B Stock are held by persons entitled to convert such shares into Class A Stock).

(7) The issuance of certificates for Class A Stock upon conversion of Class B Stock will be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by this Corporation in connection with such conversion and the related issuance of Class A Stock. This Corporation will not close its books against the transfer of Class B Stock or of Class A Stock issued or issuable upon conversion of Class B Stock in any manner which would interfere with the timely conversion of Class B Stock.

(E) Subdivisions or Combinations. If this Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of the other classes of Common Stock will be proportionately subdivided or combined.

(F) Liquidation Rights. After payment or provision for payment of the debts and other liabilities of this Corporation and all preferential amounts to which the holders of the Series A Preferred Stock are entitled, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of this Corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of this Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

Preferred Stock

Exhibit A hereto contains a description of the rights, terms and privileges of the Series A Preferred Stock and is made a part hereof.

ARTICLE IV

Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

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ARTICLE VI
Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 20 day of September, 2000.

AVBORNE, INC.

By: _____

A handwritten signature in black ink, appearing to read "Derek A. McDowell", written over a horizontal line.

Derek A. McDowell
Chief Executive Officer

EXHIBIT A

AVBORNE, INC.

**CERTIFICATE OF DESIGNATIONS
OF SERIES A PREFERRED STOCK**

The Corporation's Series A Preferred Stock (the "Series A Preferred Stock") shall have the following rights, terms and privileges:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this Section 1 shall have, for all purposes of this resolution, the meanings herein specified (with terms defined in the singular having comparable meanings when used in the plural).

"Board of Directors" means the board of directors of the Corporation.

"Business Day" means any day except a Saturday, Sunday or other day in the City of New York on which banks are authorized or ordered to close.

"Capital Stock" means (i) in the case of a corporation, corporate stock, (ii) in the case of an association or business entity, any and all shares, interests, participations, rights or other equivalents (however designated) of corporate stock, (iii) in the case of a partnership or limited liability company, partnership or membership interests (whether general or limited) and (iv) any other interest or participation that confers on a Person the right to receive a share of the profits and losses of, or distributions of assets of, the issuing Person.

"Class A Common Stock" means the Corporation's Class A Common Stock, \$.01, par value per share.

"Common Stock" means the Corporation's Class A Common Stock, Class B Common Stock, \$.01 par value per share, and any other class of common stock issued by the Corporation from time to time.

"Corporation" has the meaning set forth in the first sentence of this Certificate of Designations.

"Exchange Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

"Holder" means a holder of shares of Series A Preferred Stock.

"Issue Date" means September 20, 2000.

"Junior Securities" has the meaning set forth in §3(c) of this Certificate of Designations.

"Liquidation Preference" means the amount of \$1,000.00 per share of Series A Preferred Stock, plus dividends thereon accrued or declared but unpaid.

"Parity Securities" has the meaning set forth in §2 of this Certificate of Designations.

"Paying Agent" has the meaning set forth in §9(c) of this Certificate of Designations.

"Person" means an individual, partnership, corporation, limited liability company, unincorporated organization, trust or joint venture, or a governmental agency or political subdivision thereof.

"Record Date" has the meaning set forth in §3(a) of this Certificate of Designations.

"Senior Securities" has the meaning set forth in §2 of this Certificate of Designations.

"Series A Preferred Stock" has the meaning set forth in the first sentence of this Certificate of Designations.

"Shareholders' Agreements" means the various Shareholders' Agreements among the Corporation and certain shareholders in effect on the Issue Date, as the same may be amended from time to time.

"Transfer Agent" means the transfer agent for the Series A Preferred Stock, which shall be the Secretary or any Assistant Secretary of the Corporation unless and until a successor is selected by the Corporation.

"Warrant Agreement" means that certain Amended and Restated Warrant Agreement dated as of November 12, 1998 among the Corporation, the Principals, Bankers Trust Company, Allied Capital Corporation, PNC Venture Corp (as assignee of Bankers Trust Company) and Wood Street Partners I (as assignee of a portion of PNC Venture Corp's interest).

2. Ranking. Except as otherwise permitted by this Section 2, the Series A Preferred Stock shall rank senior in right of payment to all classes or series of capital stock of the Corporation as to dividends and upon liquidation, dissolution or winding up of the Corporation. The Corporation shall not, after the Issue Date, without the consent of the Holders of at least a majority of the then outstanding Series A Preferred Stock, authorize, create (by way of reclassification or otherwise) or issue any class or series of capital stock of the Corporation

ranking on a parity with the Series A Preferred Stock ("Parity Securities") or any obligation or security convertible or exchangeable into or evidencing a right to purchase stock of any class or series of Parity Securities. The Corporation shall not, without the consent of the Holders of at least a majority of the then outstanding shares of Series A Preferred Stock, authorize, create (by way of reclassification or otherwise) or issue any class or series of capital stock of the Corporation ranking senior to the Series A Preferred Stock ("Senior Securities").

3. Dividends.

(a) General. The Holders of the Series A Preferred Stock shall be entitled to receive, when, as and if dividends are declared by the Board of Directors out of funds of the Corporation legally available therefor, cumulative preferential dividends from the date of issuance of the Series A Preferred Stock accruing at the rate per share of 8% per annum. The Corporation may, at its option, pay dividends in cash or in additional fully-paid and non-assessable shares of Series A Preferred Stock (including fractional shares) having an aggregate liquidation preference equal to the amount of such dividends. Dividends payable on the Series A Preferred Stock will be computed on the basis of a 360-day year of twelve 30-day months and will be deemed to accrue on a daily basis.

(b) Dividends Shall Accrue. Dividends on the Series A Preferred Stock shall accrue whether or not the Corporation has earnings or profits, whether or not there are funds legally available for the payment of such dividends and whether or not dividends are declared. Dividends shall accumulate to the extent they are not paid, without compounding. The Corporation shall take all actions required or permitted under Florida law to permit the payment of dividends on the Series A Preferred Stock.

(c) Priority. No dividend whatsoever shall be declared or paid upon, or any sum set apart for the payment of dividends upon, any outstanding Series A Preferred Stock with respect to any dividend period unless all dividends for all preceding dividend periods have been declared and paid upon, or declared and a sufficient sum set apart for the payment of such dividend upon, all outstanding Series A Preferred Stock. Unless full cumulative dividends on all outstanding Series A Preferred Stock due for all past dividend periods shall have been declared and paid, or declared and a sufficient sum for shares for the payment thereof set apart, then: (i) no dividend (other than a dividend payable solely in stock of any class of stock ranking junior to the Series A Preferred Stock as to the payment of dividends and as to rights in liquidation, dissolution or winding up of the affairs of the Corporation ("Junior Securities")) shall be declared or paid upon, or any sum set apart for the payment of dividends upon, any stock of Junior Securities; (ii) no other distribution shall be declared or made upon, or any sum set apart for the payment of any distribution upon, any stock of Junior Securities; (iii) no stock of Junior Securities shall be purchased, redeemed or otherwise acquired or retired for value (excluding (A) an exchange for stock of other Junior Securities, (B) any repurchase of Junior Securities permitted under the Shareholders' Agreements or of warrants to purchase Junior Securities permitted under the Warrant Agreement and (C) any repurchase of Junior Securities from any employee of or consultant or advisor to the Corporation if such repurchase is approved by the Board of Directors) by the Corporation or any of its Subsidiaries; (iv) no warrants, rights, calls or

options to purchase any Junior Securities shall be directly or indirectly issued by the Corporation or any of its Subsidiaries (excluding warrants, rights, calls or options issued in connection with issued in connection with equipment or debt financing or leases or pursuant to employee benefit plans or as compensation to employees); and (v) no monies shall be paid into or set apart or made available for a sinking or other like fund for the purchase, redemption or other acquisition or retirement for value of any stock of Junior Securities by the Corporation or any of its Subsidiaries. Holders of the Series A Preferred Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of the full cumulative dividends as herein described.

4. Voting Rights. Holders of record of the Series A Preferred Stock will have no voting rights, except as required by law and as provided herein.

5. Amendment, Supplement and Waiver.

(a) Super-Majority Required for Certain Amendments. Except as provided in the next two succeeding paragraphs, this Certificate of Designations or the Series A Preferred Stock may be amended or supplemented with the consent of the Holders of at least a majority of the then outstanding shares of Series A Preferred Stock (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Series A Preferred Stock), and any existing default or compliance with any provision of this Certificate of Designations or the Series A Preferred Stock may be waived with the consent of the Holders of at least a majority of the then outstanding shares of Series A Preferred Stock (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, Series A Preferred Stock).

(b) Consent of Affected Holder Required for Certain Amendments. Without the consent of each Holder affected, an amendment or waiver may not (with respect to any Series A Preferred Stock held by a non-consenting Holder): (i) alter the voting rights with respect to the Series A Preferred Stock or reduce the number of shares of Series A Preferred Stock whose Holders must consent to an amendment, supplement or waiver, (ii) reduce the Liquidation Preference of any Series A Preferred Stock, (iii) reduce the rate of dividends on any Series A Preferred Stock, (iv) waive a default in the payment of dividends on the Series A Preferred Stock, (v) make any Series A Preferred Stock payable in any form other than that stated in this Certificate of Designations, or (vii) make any change in the foregoing amendment and waiver provisions.

(c) No Consent of Holder Required for Certain Amendments. Notwithstanding the foregoing, without the consent of any Holder of Series A Preferred Stock, the Corporation may (to the extent permitted by Florida law) amend or supplement this Certificate of Designations to cure any ambiguity, defect or inconsistency, to provide for uncertificated Series A Preferred Stock in addition to or in place of certificated Series A Preferred Stock or to make any change that would provide any additional rights or benefits to the Holders of Series A Preferred Stock or that does not adversely affect the legal rights under this Certificate of Designations of any such Holder.

6. Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or reduction or decrease in its capital stock resulting in a distribution of assets to the holders of any class or series of the Corporation's capital stock (excluding (A) any repurchase of Junior Securities permitted under the Shareholders' Agreements or of warrants to purchase Junior Securities permitted under the Warrant Agreement and (B) any repurchase of Junior Securities from any employee of or consultant or advisor to the Corporation if such repurchase is approved by the Board of Directors) (a "reduction or decrease in capital stock"), each Holder of the Series A Preferred Stock will be entitled to payment out of the assets of the Corporation available for distribution of an amount equal to the Liquidation Preference of the Series A Preferred Stock held by such Holder, including accrued and unpaid dividends, if any, to the date fixed for liquidation, dissolution, winding up or reduction or decrease in capital stock, before any distribution is made on any Junior Securities, including, without limitation, Common Stock of the Corporation. After payment in full of the Liquidation Preference, including all accrued dividends, if any, to which Holders of Series A Preferred Stock are entitled, such Holders will not be entitled to any further participation in any distribution of assets of the Corporation. However, neither the voluntary sale, conveyance, exchange or transfer (for cash, stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation or merger of the Corporation with or into one or more corporations will be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation or reduction or decrease in capital stock, unless such sale, conveyance, exchange or transfer shall be in connection with a liquidation, dissolution or winding up of the business of the Corporation or reduction or decrease in capital stock.

7. Restrictions on Redemption. The Corporation shall not, after the Issue Date, without the consent of the Holders of at least a majority of the then outstanding shares of Series A Preferred Stock, redeem any shares of the Series A Preferred Stock; provided, however, that any such redemption (whether in whole or in part) shall be effective upon all outstanding shares of Series A Preferred Stock, whether or not the Holders thereof consented thereto.

8. Payment.

(a) Form and Place of Payment. All amounts payable in cash with respect to the Series A Preferred Stock shall be payable in United States dollars by check mailed to the Holders of the Series A Preferred Stock at their respective addresses set forth in the register of Holders of Series A Preferred Stock maintained by the Transfer Agent, provided that all cash payments with respect to shares of Series A Preferred Stock the Holders of which have given wire transfer instructions to the Corporation shall be required to be made by wire transfer of immediately available funds to the accounts specified by the Holders thereof.

(b) Business Days. Any payment on the Preferred Stock due on any day that is not a Business Day need not be made on such day, but may be made on the next succeeding Business Day with the same force and effect as if made on such due date.

(c) Paying Agent. The Corporation has initially appointed Trivest Service Corporation to act as the paying agent (the "Paying Agent"). The Corporation may at any time terminate the appointment of any Paying Agent and appoint additional or other Paying Agents.

(d) Unclaimed Amounts. All moneys and shares of Series A Preferred Stock deposited with any Paying Agent or then held by the Corporation in trust for the payment of the Liquidation Preference and dividends on any shares of Series A Preferred Stock which remain unclaimed at the end of two (2) years after such payment has become due and payable shall be repaid to the Corporation, and the Holder of such shares of Series A Preferred Stock shall thereafter look only to the Corporation for payment thereof.

9. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any voting powers, preferences and relative, participating, optional or other special rights, other than those specifically set forth in this Certificate of Designations (as such Certificate of Designations may be amended from time to time) and in the Corporation's Articles of Incorporation. The shares of Series A Preferred Stock shall have no preemptive or subscription rights.

10. Headings of Subdivisions. The headings of the various subdivisions of this Exhibit A are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.