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**BLUE ORB, INC.**

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ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF BLUE ORB, INC.

2007 FEB 27 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the President of Blue Orb, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to Articles of Incorporation, as unanimously approved by the Board of Directors of the Corporation in an action by written consent, pursuant to Florida Statute § 607.0821, effective February 22, 2007 and as approved by the holders of a greater than a majority of the Corporation's capital stock, in an action by written consent, pursuant to Florida Statute § 607.0704, effective February 22, 2007. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Articles of Amendment amend the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on September 5, 2002 and as further amended on April 7, 2004, March 6, 2006 and May 15, 2006.

ARTICLE I:

The name of the Corporation is Blue Orb, Inc.

ARTICLE II:

The amendment to the Articles of Incorporation effected by these Articles of Amendment is that Sections 5.1 and 5.2 of the current Articles of Incorporation are deleted in their entirety and replaced with the following:

"5.1 Common Stock.

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 22,000,000 shares, with a par value of \$0.001 per share.

"5.2 Preferred Stock.

The aggregate number of shares of preferred stock which the Corporation shall have authority to issue is 11,477,348 shares, with a par value of \$0.001 per share, upon such terms and conditions, including dividend preferences and conversion privileges, as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of preferred stock, 2,101,974 shares are hereby designated "Series A Convertible Preferred Stock", 1,500,000 shares are hereby designated "Series B Convertible Preferred Stock" and 5,875,374 shares are hereby designated "Series C Convertible Preferred Stock:" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article V. The balance of the shares of authorized preferred stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, privileges, preferences and restrictions granted to and imposed upon any

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wholly unissued series of preferred stock, including a preference with respect to any other series of preferred stock, and to fix the number of shares and designation of any such series of preferred stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.

The Series A Convertible Preferred Stock together with the Series B Convertible Preferred Stock and the Series C Convertible Preferred Stock are referred to herein as the "Series Preferred". The rights, preferences, privileges, restrictions and other matters relating to the Series Preferred are as follows:

A. Dividends: Antidilution.

1. Dividends. The holders of the outstanding Series Preferred shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash before any dividend of equal or lesser amount is paid on the common stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the common stock, and shall be payable only when and if declared by the Board of Directors.

2. Antidilution. If, whenever shares of Series Preferred, which are convertible into shares of common stock, are outstanding, the Corporation increases the number of shares of common stock outstanding in connection with a dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall have combined its common stock into a smaller number of shares of common stock, appropriate adjustment shall be made in the conversion rate so as to make each share of Series Preferred convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

B. Liquidation Preference.

1. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation"), the holders of the Series Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of common stock by reason of their ownership thereof, an amount per share of Series Preferred equal to the applicable Original Issue Price (as defined below) plus all accrued but unpaid dividends (whether or not declared) on the Series Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) for each share of Series Preferred held by them. The Original Issue Price for the Series A Convertible Preferred Stock shall be \$0.70 per share. The Original Issue Price for the

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Series B Convertible Preferred Stock shall be \$0.60 per share. The Original Issue Price for the Series C Convertible Preferred Stock shall be \$1.08 per share.

2. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series Preferred shall be insufficient to make payment in full to all holders of Series Preferred of the liquidation preference set forth herein, then such assets and funds shall be distributed among the holders of Series Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3. A consolidation, merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a liquidation.

C. Voting Rights. The holder of each share of Series Preferred shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Series Preferred could then be converted and shall have voting rights and powers equal to the voting rights and powers of the common stock (except as otherwise expressly provided herein or as required by law, voting together with the common stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of common stock into which shares of Series Preferred held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

D. Conversion. The holders of Series Preferred shall have conversion rights as follows (the "Conversion Rights"):

1. Right to Convert. Each share of Series Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable common stock, subject to the appropriate adjustments set forth in Section 5.2(A)(2).

2. Conversion by the Vote of the Holders of Series Preferred. Each share of Series Preferred shall be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 5.2(A)(2), upon the vote of the holders of two-thirds of the outstanding Series Preferred.

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3. Automatic Conversion. Each share of Series Preferred shall automatically be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 5.2(A)(2), immediately upon the closing of the sale of the Corporation's common stock and a firm commitment, underwritten public offering of common stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereof) or to an employee benefit plan.

### ARTICLE III:

The effective date of these Articles of Amendment shall be upon filing thereof with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation this 22<sup>nd</sup> day of February, 2007.

BLUE ORB, INC.

By:

  
Peter J. McAlindon, President