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Prasara Technologies, Inc.

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☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
PRASARA TECHNOLOGIES, INC.
(Pursuant to Section 607.0602 of the
Florida Business Corporation Act)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prasara Technologies, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment in order to create a new series of preferred stock designated as Series A Convertible Preferred Stock and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Prasara Technologies, Inc.

That pursuant to the authority conferred upon the Board of Directors by the Articles, the Board of Directors on March 30, 1998 duly adopted with shareholder approval the following Articles of Amendment to the Articles in order to create a series of preferred stock designated as Series A Convertible Preferred Stock:

Pursuant to authority granted to the Board of Directors by Article III, Section b of the Articles, there is hereby created and the Corporation be, and hereby is, authorized to issue 100,000 shares of preferred stock which shall have, in addition to the terms set forth in the Articles, the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. **Serial Designation.** The distinctive serial designation of the series shall be "Series A Convertible Preferred Stock" (hereinafter called "Series A Preferred").

2. **Number of Shares in Series.** The number of shares of Series A Preferred shall initially be 100,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the series then outstanding) by the Board of Directors. Shares of Series A Preferred redeemed or purchased by the Corporation shall be cancelled and shall revert to authorized but unissued shares of Preferred Stock undesignated as to series.

3. **Dividends.** The Series A Preferred shall not cumulate or pay dividends prior to the second (2nd) anniversary of issuance. Thereafter, cumulative dividends shall be payable on shares of Series A Preferred at the rate of 3% per year, payable quarterly on the last day of each calendar quarter. Commencing the third (3rd) anniversary of issuance, such dividend rate shall be increased to 6% per year. The rate of dividends payable on each share of Series A Preferred is stated as a

percentage of the involuntary liquidation value of the Series A Preferred, \$20.00 per share, as set forth in clause 4 below. The foregoing dividends payable on the Series A Preferred shall be paid, in the discretion of the Board of Directors, in cash or in additional newly issued shares of Series A Preferred, or a combination thereof, except that no fractional shares will be issued as dividends. In no event, so long as any shares of Series A Preferred are outstanding, shall any dividend, whether in cash or in property, be paid or declared, nor shall any distribution be made, on any junior stock, nor shall any shares of any junior stock be purchased, redeemed (whether pursuant to mandatory redemption or sinking fund provisions, optional redemption provisions or otherwise) or otherwise acquired for value, directly or indirectly, by the Corporation or any subsidiary of the Corporation unless all dividends on the Series A Preferred for all past dividend periods and when the then current period shall have been paid or declared and all funds therefor set apart for payment. The provisions of the preceding sentence shall not, however, apply to dividends payable in any junior stock, or to the acquisition of shares of any junior stock in exchange for shares of any other junior stock. Subject to the foregoing and to any further limitations prescribed in accordance with the Corporation's Articles of Incorporation, the Board of Directors may declare, out of any funds legally available therefor, dividends upon the then outstanding shares of any junior stock, or any parity stock, and no holders of shares of the Series A Preferred shall be entitled to share therein.

4. **Liquidation Preference.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Series A Preferred shall be entitled to be paid in full the sum of \$20.00 per share, together with accrued dividends to such distribution or payment date whether or not earned or declared. To the extent such payment shall have been made in full to the holders of the Series A Preferred, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Series A Preferred, of all other series of Preferred Stock and of all other parity stock, then the holders of Series A Preferred of all other series of Preferred Stock and of all other parity stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. A merger or consolidation of the Corporation with or into one or more other entities or the sale, lease or conveyance of all or part of its assets shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this clause 4.

5. **Redemption.** The Series A Preferred may be redeemed, as a whole or in part, at the option of the Corporation by resolution of the Board of Directors, at any time, or from time to time, commencing January 1, 2002, at the redemption price of \$25.00 per share, provided that (a) the audited net worth of the Corporation for the fiscal year immediately preceding the fiscal year in which such redemption is made is in excess of \$3,000,000.00 and (b) the Corporation provides 60 days' prior written notice of such intent to redeem to holders of the Series A Preferred. Prior to January 1, 2002, the Corporation may also redeem the Series A Preferred at any time prior to a merger or other combination of the Corporation with or into another entity, provided (y) the terms

of such merger or other combination require the redemption of the Series A Preferred and the resulting market value of the Series A Preferred is equal to or greater than \$40.00 per share, or (z) if the merger or other combination is approved by holders of 66% or more of the then outstanding Series A Preferred Shares. If less than all of the outstanding shares of Series A Preferred are to be redeemed, the shares to be redeemed shall be determined by lot or pro rata in such manner as the Board of Directors may prescribe; provided, however, that if all shares of Series A Preferred are held of record by not more than 10 persons, the series to be redeemed shall be determined pro rata. Notice of early redemption of shares of Series A Preferred shall be mailed by first class mail, postage prepaid, addressed to the holders of record of the Series A Preferred to be redeemed at the respective last addresses as they shall appear on the stock books of the Corporation. Any notice mailed in the manner herein provided shall be conclusively presumed to have been duly given, whether or not the shareholder receives such notice, and failure duly to give such notice by mail, or any defect in such notice, to any holder of shares of Series A Preferred designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series A Preferred. If notice of redemption shall have been duly mailed and if, on or before the redemption date specified in the notice, the redemption price, together with accrued dividends to the date fixed for redemption, shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then from and after the date of redemption so designated, notwithstanding that any certificate for shares of Series A Preferred so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the dividends thereon shall cease to accumulate, and all rights with respect to the shares of Series A Preferred so called for redemption shall forthwith on the redemption date cease and terminate, except only the right of the holders thereof to receive the redemption price of the shares so redeemed, including accrued dividends to the redemption date, but without interest. Any monies deposited by the Corporation pursuant to this clause 5 and unclaimed at the end of two (2) years from the date fixed for redemption shall be repaid to the Corporation upon its request in writing expressed in a resolution of the Board of Directors, after which repayment the holders of the shares so called for redemption shall look only to the Corporation for payment thereof, but without interest thereon.

6. **Subordination to other Series.** The relative rights and preferences of the Series A Preferred may be subordinated to the relative rights and preferences of holders of subsequent issues of other series of Preferred Stock designated by the Board of Directors, provided that the 1-for-1 conversion ratio for the conversion of Series A Preferred is adjusted for any dilution in earnings per share created by a conversion price of less than \$20.00 per share for the new issue, in which event dividends payable on the Series A Preferred pursuant to clause 3 hereof shall be increased from the annual rate then in effect by \$.05 per share of Series A Preferred, payable quarterly.

7. **Convertibility.** The Series A Preferred shall be convertible into shares of the Corporation's Common Stock (as hereinafter defined) at any time after the issue thereof, subject to the following terms and conditions:

(a) The Series A Preferred shall be convertible at the office of the Corporation or at such other office or offices, if any, as the Board of Directors may designate, into fully paid and non-accessible shares (calculated as to each conversion to the nearest 1/100 of a share) of common stock, par value \$.001 per share, of the Corporation ("Common Stock") at the rate of one (1) share of Series A Preferred for one (1) share of Common Stock ("Conversion Price"). The Conversion Price shall be adjusted in certain instances as provided in clause 7(b) below. A payment or adjustment shall be made by the Corporation upon any conversion on account of any dividends accrued on the Series A Preferred surrendered for conversion but not on account of any dividends on the Common Stock issued upon conversion. As promptly as practicable on or after the conversion date, the Corporation shall issue and shall deliver to the holder a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion, together with payment in lieu of any fractional shares, to the person entitled to receive the same. In case shares of Series A Preferred are called for redemption, the right to convert such shares shall cease and terminate at the close of business on the date fixed for redemption, unless default shall be made in payment of the redemption price.

(b) The Conversion Price of the Series A Preferred shall be adjusted relative to any subsequent stock splits or stock dividends so as to prevent dilution in the percentage of equity in/or earnings represented by the then outstanding shares of Series A Preferred. The Conversion Price shall also be adjusted to reflect any fully diluted book value per share dilution created as the result of or in connection with the future issuance of stock at a price of less than \$20.00 per share.

8. **Voting Rights.** Holders of record of shares of outstanding Series A Preferred on the record date set for any meeting of the Corporation's shareholders shall be entitled to notice of, and to cast one (1) vote per share of Series A Preferred so held, at all meetings of the Corporation's shareholders, voting together with holders of outstanding Common Stock eligible to vote at such meetings as a single class; provided, however, that any amendment or other modification of the Corporation's Articles of Incorporation that would adversely affect the relative rights and preferences of holders of the Series A Preferred must be approved by holders of not less than a majority of the outstanding shares of Series A Preferred entitled to vote thereon, voting separately as a class.

9. **Definitions.** As used herein with respect to the Series A Preferred, the following terms have the following meanings:

(a) The term "parity stock" means all series of Preferred Stock (including but not limited to Series A Preferred) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Series A Preferred in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(b) The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including

without limitation Series A Preferred, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(c) The term "accrued dividends," with respect to any share of any class or series, shall mean an amount computed on the basis of the formula for the computation of dividends for the class or series of which the particular share is a part, from the date on which dividends on such share became cumulative, including the date to which such dividends are to be accrued, less the aggregate amount of all dividends theretofore paid thereon.

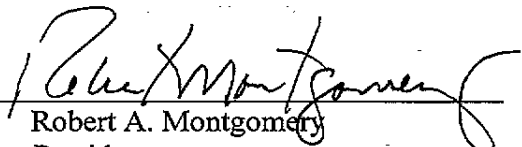
10. **Limitations of Rights.** Holders of shares of Series A Preferred shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

CERTIFICATE

The undersigned, being the duly elected and incumbent President of Prasara Technologies, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by unanimous written consent of the Shareholders and the Board of Directors on March 30, 1998, and continue in full force and effect as of the date of this Certificate without alteration or modification.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 21st day of December, 1998.

PRASARA TECHNOLOGIES, INC.

By: 
Robert A. Montgomery
As its: President