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BASIC AMENDMENT

SHPS, INC.

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TALLAHASSEE, FLORIDA

SHPS, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act (the "FBCV"), SHPS, Inc. (the "Corporation") hereby adopts these Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is SHPS, Inc.

SECOND: The Corporation's Articles of Incorporation are restated in their entirety as follows:

ARTICLE I
Name

The name of the Corporation is: SHPS, Inc.

ARTICLE 2
Capital Stock

2.1 Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Sixteen Million One Hundred Thousand (16,100,000) shares, consisting of 300,000 shares of Series A Preferred Stock, \$.01 par value (the "Series A Preferred Stock"), 800,000 shares of Series B Preferred Stock, \$.01 par value (the "Series B Preferred Stock"), and 15,000,000 shares of Common Stock, \$.01 par value ("Common Stock"). All cross-references in each subdivision of this Article 2 refer to other paragraphs in such subdivision unless otherwise indicated.

The following is a statement of the designations, and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

(A) Series A Preferred Stock. Except as otherwise expressly provided herein, all shares of Series A Preferred Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(1) Dividends. Holders of shares of Series A Preferred Stock shall be entitled to receive dividends per share at a rate of \$7.00 per share per annum. Such dividends (i) shall be cumulative, (ii) shall accrue from and after the date of issue whether or not there are any funds of the Corporation legally available for the payment of dividends and (iii) subject to the provisions of paragraph 2.1(B)(1) with respect to the rights of holders of Series B Preferred Stock, shall be payable in cash out of funds legally available therefor upon (x) the redemption of

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the Series A Preferred Stock pursuant to paragraph 2.1(A)(2) or (y) a liquidation of the Corporation pursuant to paragraph 2.1(A)(3).

As long as any shares of Series A Preferred Stock shall remain outstanding, in no event shall any dividend be declared or paid upon, nor shall any distribution be made upon, any Common Stock, other than a dividend or distribution payable solely in shares of Common Stock of the Corporation, nor (without the written consent of the holders of 66 2/3% of the outstanding Series A Preferred Stock) shall any shares of Common Stock be purchased or redeemed by the Corporation, nor shall any monies be paid to or made available for a sinking fund for the purchase or redemption of shares of any Common Stock, unless, in each such case, (i) full cumulative dividends on the outstanding shares of Series A Preferred Stock shall have been declared and paid and (ii) any arrears or defaults in any redemption of shares of Series A Preferred Stock shall have been cured.

(2) **Redemption.** The shares of Series A Preferred Stock shall be redeemable as follows:

2A. **Mandatory Redemption.** On the date (the "Series A Mandatory Redemption Date") that is the earlier to occur of (i) the date that the Corporation consummates an initial public offering of the Corporation's Common Stock and (ii) June 30, 2011, the Corporation shall, (A) after the payment in full of the Series B Redemption Price (as defined in paragraph 2.1(B)(2A)) and (B) before any payment is made for redemption, whether mandatory or optional, of Common Stock or any other class of capital stock of the Corporation, redeem (in the manner and with the effect provided in this paragraph and paragraphs 2D and 2E hereof) the number of shares of Series A Preferred Stock which shall be then outstanding by paying for each share in cash the sum of \$100 plus in each case an amount equal to dividends unpaid thereon to the Series A Mandatory Redemption Date (the "Series A Mandatory Redemption Price"). Not less than 60 days before the Series A Mandatory Redemption Date, written notice shall be given by mail, postage prepaid, to the holders of record of shares of Series A Preferred Stock to be redeemed, such notice to be addressed to each such stockholder at his post office address as shown by the records of the Corporation, specifying the number of shares to be redeemed, the Series A Mandatory Redemption Price and the place and date of such mandatory redemption, which date shall not be a day on which banks in the City of New York are required or authorized to close. If such notice of redemption shall have been duly given and if on or before such Series A Mandatory Redemption Date the funds necessary for redemption shall have been set aside so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares of Series A Preferred Stock to be redeemed shall not have been surrendered for cancellation, after the close of business on the Series A Mandatory Redemption Date, the shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall, forthwith after the close of business on the Series A Mandatory Redemption Date, cease, except only the right of the holders thereof to receive, upon presentation of the certificate representing shares so called for redemption, the Series A Mandatory Redemption Price therefor, without interest thereon.

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2B. Optional Redemption. In case of (i) the consolidation or merger of the Corporation with or into any other corporation (other than a merger in which the Corporation is the surviving corporation and which will not result in more than 50% of the capital stock of the Corporation outstanding immediately after the effective date of such merger being owned of record or beneficially by persons other than the holders of such capital stock immediately prior to such merger and in the same proportions in which such shares were held immediately prior to such merger), (ii) a sale of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, or (iii) any, other transaction or series of related transactions that effects a change of control of the Corporation in which the stockholders of the Corporation immediately prior to such transaction or series of related transactions cease to own, collectively, either directly or indirectly, at least a majority of the voting power of the capital stock of the Corporation immediately after such transaction or series of related transactions (as applicable, a "Series A Redemption Event"), any holder of shares of Series A Preferred Stock shall, subject to the conditions hereinafter in this paragraph 2B provided, have the right to elect to have all of its shares of Series A Preferred Stock redeemed not later than the business day prior to the effective date of such consolidation, merger, sale of properties and assets or change of control (in the manner and with the effect provided in this paragraph and paragraphs 2C, 2D and 2E hereof). The Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Series A Preferred Stock at the address of such holder as shown on the books of the Corporation, at least 20 days prior written notice of the date on which the applicable Series A Redemption Event is expected to be completed. Any holder of shares of Series A Preferred Stock may exercise its right of election to have such stock redeemed by giving written notice of its election to the Corporation at the Corporation's principal office, or at such other office as the Corporation may specify in such notice, by such date as the Corporation may specify in such notice, which date shall not be earlier than 10 days following the date on which such notice was received. Any date on which the Corporation shall be required to redeem shares of Series A Preferred Stock as provided in this paragraph 2B is hereinafter referred to as a Series A Optional Redemption Date.

2C. Optional Redemption Price. The Series A Preferred Stock to be redeemed on the Series A Optional Redemption Date shall be redeemed by paying for each outstanding share, after payment in full of the Series B Redemption Price to the holders of the Series B Preferred Stock and before any payment is made for redemption, whether mandatory or optional, of any other class of capital stock of the Corporation, the sum of \$100 plus in each case an amount equal to dividends unpaid thereon to the Series A Optional Redemption Date (the "Series A Optional Redemption Price"). If on or before such Series A Optional Redemption Date the funds necessary for redemption shall have been set aside so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares of Series A Preferred Stock to be redeemed shall not have been surrendered for cancellation, after the close of business on such Series A Optional Redemption Date, the shares so called for redemption shall no longer be deemed outstanding, the dividends thereon shall cease to accrue, and all rights with respect to such shares shall forthwith after the close of business on the Series A Optional Redemption Date, cease, except only the right of the holders thereof to receive, upon

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presentation of the certificate representing shares so called for redemption, the Series A Optional Redemption Price therefor, without interest thereon.

2D. Redeemed or Otherwise Acquired Shares to Be Retired. Any shares of the Series A Preferred Stock redeemed pursuant to this paragraph 2 or otherwise acquired by the Corporation in any manner whatsoever shall be permanently retired 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 the number of authorized shares of Series A Preferred Stock accordingly.

2E. Shares to be Redeemed. In case of the case of redemption, for any reason, of only a part of the outstanding shares of Series A Preferred Stock on the Series A Mandatory Redemption Date or on the Series A Optional Redemption Date, all shares of Series A Preferred Stock to be redeemed shall be selected pro rata, and there shall be so redeemed from each registered holder in whole shares, as nearly as practicable to the nearest share, that proportion of all the shares to be redeemed which the number of shares of Series A Preferred Stock held of record by such holder bears to the total number of shares of Series A Preferred Stock at the time outstanding. Any shares of Series A Preferred Stock required to be redeemed and not redeemed on such Series A Mandatory Redemption Date or Series A Optional Redemption Date, as applicable, shall be redeemed as soon thereafter as possible and in the manner in which such shares were to have been redeemed on the Series A Mandatory Redemption Date or Series A Optional Redemption Date, as applicable.

(3) Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Series A Preferred Stock shall be entitled, after the holders of shares of Series B Preferred Stock shall have been paid in full the Series B Liquidation Payment pursuant to paragraph 2.1(B)(3) and before any distribution or payment is made upon any Common Stock, to be paid an amount equal to \$100 per share plus the amount of any accrued and unpaid dividends thereon through the date of such liquidation, dissolution or winding up (such amounts being herein sometimes referred to in the aggregate as the "Series A Liquidation Payment"), and the holders of shares of Series A Preferred Stock shall not be entitled to any further payment. If upon such liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the holders of shares of Series B Preferred Stock have been paid in full the Series B Liquidation Payment, the remaining assets to be distributed among the holders of Series A Preferred Stock shall be insufficient to permit payment in full to the holders of Series A Preferred Stock of the Series A Liquidation Payment as aforesaid, then such remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series A Preferred Stock.

(4) Voting. Except as otherwise provided by law or by this Amended and Restated Articles of Incorporation, the holders of Series A Preferred Stock shall not have voting rights.

(5) Restrictions. At any time when shares of Series A Preferred Stock are outstanding, and in addition to any other vote of stockholders required by law, without the

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prior consent of the holders of at least 66 2/3 % of the outstanding Series A Preferred Stock, in each case given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the Series A Preferred Stock shall vote together as a class, the Corporation will not:

(I) (a) create or authorize the creation of any additional class of capital stock of the Corporation unless the same ranks junior to the Series A Preferred Stock both as to dividends and as to the distribution of assets on liquidation, or (b) increase the authorized amount of any additional class of capital stock of the Corporation unless the same ranks junior to the Series A Preferred Stock both as to dividends and as to the distribution of assets on liquidation or (c) create or authorize any obligations or securities convertible into shares of Series A Preferred Stock or into shares of any other class of capital stock of the Corporation unless the same ranks junior to the Series A Preferred Stock both as to dividends and as to the distribution of assets on liquidation, in each case whether any such creation or authorization or increase shall be by means of amendment of the Articles of Incorporation of the Corporation, reclassification of the Corporation's capital stock, merger, consolidation or otherwise; or

(II) amend, alter or repeal the Corporation's Articles of Incorporation or Bylaws in any manner, or file any directors' resolutions pursuant to Section 607.0602 of the FBCA containing any provision which materially and adversely alters or changes the rights, preferences, privileges or voting power of the Series A Preferred Stock or which in any other manner materially and adversely affects the Series A Preferred Stock or the holders thereof; or

(III) effect (a) the consolidation or merger of the Corporation with or into any other business entity in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation fail to hold at least fifty percent by voting power of the capital stock of the surviving corporation, (b) the sale of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, or (c) the liquidation, dissolution or winding up of the Corporation.

The Corporation shall not permit any subsidiary of the Corporation to take any action which, if taken by the Corporation, would require the consent of the holders of the Series A Preferred Stock in accordance with the preceding sentence.

(B) Series B Preferred Stock. All shares of Series B Preferred Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(1) Dividends. Subject to the provisions of this paragraph, holders of shares of Series B Preferred Stock shall be entitled to receive dividends per share at a rate of 10.1% of the Accreted Value (as defined below) per share per annum. Such dividends (A) shall be cumulative, (B) shall be payable semi-annually in cash, to the extent funds are legally available therefor, on (i) each August 20, in respect of dividends accruing during the period from January 1 through June 30 of such year, and (ii) each February 20, in respect of dividends accruing during the period from July 1 through December 31 of

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the immediately preceding year (each such payment date being referred to as a "Series B Dividend Payment Date" and each such period being referred to as a "Semi-Annual Dividend Period") commencing on the Series B Dividend Payment Date immediately following the date of issuance thereof, (C) shall accrue from and after the date of issuance whether or not there are any funds of the Corporation legally available for the payment of dividends and (D) shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

Notwithstanding anything to the contrary provided in this Amended and Restated Certificate of Incorporation, in the event that dividends accruing on the Series B Preferred Stock during any Semi-Annual Dividend Period are not declared and paid in cash on or prior to the Series B Dividend Payment Date immediately following such Semi-Annual Dividend Period for any reason (including, without limitation, because the Corporation is prohibited from paying a cash dividend in respect of the Series B Preferred Stock under the agreements governing the Senior Indebtedness (as defined below)), then there shall be added to the Accreted Value for each share of Series B Preferred Stock as of the day immediately following the end of such Semi-Annual Dividend Period an amount equal to the dividends that would have accrued on the Accreted Value of such share during such Semi-Annual Dividend Period at a rate of 13.1% per annum. Accumulated dividends on shares of Series B Preferred Stock which are added to the Accreted Value thereof pursuant to the terms of this paragraph 2.1(B)(1), shall, to the extent permitted by the agreements governing the Senior Indebtedness, be paid in cash on any Series B Dividend Payment Date. Accumulated dividends on any share of Series B Preferred Stock which are added to the Accreted Value of such share pursuant to this paragraph 2.1(B)(1) shall not be deemed to be in arrears for any purpose whatsoever. As used herein, (i) the "Accreted Value" per share of Series B Preferred Stock shall mean, as of any date, the sum of (x) \$100, plus (y) all accumulated and unpaid dividends, if any, added to such Accreted Value pursuant to this paragraph 2.1(B)(1) through such date, less (z) all amounts paid in cash in respect of such previously accumulated and unpaid dividends, if any, that were added to such Accreted Value pursuant to this paragraph 2.1(B)(1) through such date. For purposes of these Amended and Restated Articles of Incorporation, "Senior Indebtedness" means the obligations of the Corporation under the Credit Agreement, dated as of February 5, 2003, among the Corporation, certain affiliates of the Corporation and the lenders and collateral agent named therein, and any agreement refinancing or replacing such Credit Agreement, as any of the same may be amended, restated, modified or extended from time to time.

As long as any shares of Series B Preferred Stock shall remain outstanding, in no event shall any dividend be declared or paid upon, nor shall any distribution be made upon, the Series A Preferred Stock, the Common Stock or on any other capital stock of the Corporation, other than a dividend or distribution payable solely in shares of Common Stock of the Corporation, nor (without the written consent of the holders of 66 2/3% of the outstanding Series B Preferred Stock) shall any shares of Series A Preferred Stock, Common Stock or any other capital stock of the Corporation be purchased or redeemed by the Corporation, nor shall any monies be paid to or made available for a sinking fund for the purchase or redemption of shares of any Series A Preferred Stock,

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Common Stock or any other capital stock of the Corporation, unless, in each such case, (i) full cumulative dividends on the outstanding shares of Series B Preferred Stock (including, without limitation, all previously accumulated and unpaid dividends, if any, that were added to the Accreted Value of any shares of Series B Preferred Stock pursuant to this paragraph 2.1(B)(1)) shall have been declared and paid in cash and (ii) any arrears or defaults in any redemption of shares of Series B Preferred Stock shall have been cured.

- (2) Redemption. The shares of Series B Preferred Stock shall be redeemable as follows:

2A. Mandatory Redemption. On the date (the "Series B Mandatory Redemption Date") that is the earlier to occur of (i) the date that the Corporation consummates a public offering of equity securities of the Corporation pursuant to an effective registration statement filed under the Securities Act of 1933, as amended, (ii) the date that (x) the Corporation shall merge or consolidate with or into any other entity (other than a merger or consolidation in which (A) at least 50% of the voting capital stock of the Corporation (or the surviving or resulting entity, if other than the Corporation) outstanding immediately after the effective date of such merger is owned of record or beneficially by persons who owned voting capital stock of the Corporation immediately prior to such merger or consolidation and in substantially the same proportions in which such stock was held immediately prior to such merger or consolidation, and (B) no event of default under the Corporation's Senior Indebtedness shall have occurred as a result of the consummation thereof), or (y) the Corporation shall sell, lease or otherwise dispose of all or substantially all of its assets and properties as an entirety in a single transaction or in a series of related transactions to an unaffiliated third party purchaser, or (z) a majority of the outstanding capital stock of the Corporation shall be acquired by an unaffiliated third party in a single transaction or series of related transactions, (iii) the date that the Corporation prepays all Senior Indebtedness (other than pursuant to a refinancing or replacement thereof) and there shall be no commitment on the part of any lender to extend credit under any agreement relating to Senior Indebtedness, and (iv) June 30, 2010, the Corporation shall redeem (in the manner and with the effect provided in this paragraph) all of the shares of Series B Preferred Stock which shall be then outstanding by paying for each share in cash the sum of (A) the Accreted Value per share as of such Series B Mandatory Redemption Date plus (B) an amount equal to dividends accumulated and unpaid thereon (to the extent not included in the Accreted Value of such shares) up to such Series B Mandatory Redemption Date (the sum of (A) and (B) being referred to herein as the "Series B Mandatory Redemption Price"). Not less than 10 days before the Series B Mandatory Redemption Date, written notice shall be given by mail, postage prepaid, to the holders of record of shares of Series B Preferred Stock to be redeemed, such notice to be addressed to each such stockholder at his post office address as shown by the records of the Corporation, specifying the number of shares to be redeemed, the Series B Mandatory Redemption Price and the place and date of such mandatory redemption, which date shall not be a day on which banks in the City of New York are required or authorized to close. If such notice of redemption shall have been duly given and if on or before such Series B Mandatory Redemption Date the funds necessary for redemption shall have been set aside so as to be and continue to be

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available therefor, then, notwithstanding that any certificate for shares of Series B Preferred Stock to be redeemed shall not have been surrendered for cancellation, after the close of business on the Series B Mandatory Redemption Date, the shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall, forthwith after the close of business on the Series B Mandatory Redemption Date, cease, except only the right of the holders thereof to receive, upon presentation of the certificate representing shares so called for redemption, the Series B Mandatory Redemption Price therefor, without interest thereon.

2B. Optional Redemption. Subject to the terms and conditions of the Senior Indebtedness, the Corporation may, at its option, redeem at any time and from time to time (in the manner and with the effect provided in this paragraph and subparagraphs 2C, 2D and 2E hereof), any whole number of shares of Series B Preferred Stock. The Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Series B Preferred Stock to be redeemed at the address of such holder as shown on the books of the Corporation, at least 20 days prior written notice of the date on which the redemption shall take place, specifying in such notice the number of shares of Series B Preferred Stock to be redeemed, the Series B Optional Redemption Price (as defined below) and the place and date of such redemption (the "Series B Optional Redemption Date").

2C. Optional Redemption Price. The Series B Preferred Stock to be redeemed on the Series B Optional Redemption Date shall be redeemed by paying for each outstanding share the sum of (A) the Accreted Value per share as of such Series B Optional Redemption Date plus (B) an amount equal to dividends accumulated and unpaid thereon (to the extent not included in the Accreted Value of such shares) up to such Series B Optional Redemption Date (the sum of (A) and (B) being referred to herein as the "Series B Optional Redemption Price"). If on or before such Series B Optional Redemption Date the funds necessary for redemption shall have been set aside so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares of Series B Preferred Stock to be redeemed shall not have been surrendered for cancellation, after the close of business on such Series B Optional Redemption Date, the shares so called for redemption shall no longer be deemed outstanding, the dividends thereon shall cease to accrue, and all rights with respect to such shares shall forthwith after the close of business on the Series B Optional Redemption Date, cease, except only the right of the holders thereof to receive, upon presentation of the certificate representing shares so called for redemption, the Series B Optional Redemption Price therefor, without interest thereon.

2D. Redeemed or Otherwise Acquired Shares to Be Retired. Any shares of the Series B Preferred Stock redeemed pursuant to this paragraph 2 or otherwise acquired by the Corporation in any manner whatsoever shall be permanently retired 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 the number of authorized shares of Series B Preferred Stock accordingly.

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2E. Shares to be Redeemed. In case of the redemption, for any reason, of only a part of the outstanding shares of Series B Preferred Stock on the Series B Mandatory Redemption Date or on the Series B Optional Redemption Date, all shares of Series B Preferred Stock to be redeemed shall be selected pro rata, and there shall be so redeemed from each registered holder in whole shares, as nearly as practicable to the nearest share, that proportion of all the shares to be redeemed which the number of shares of Series B Preferred Stock held of record by such holder bears to the total number of shares of Series B Preferred Stock at the time outstanding. Any shares of Series B Preferred Stock required to be redeemed and not redeemed on such Series B Mandatory Redemption Date or Series B Optional Redemption Date, as applicable, shall be redeemed as soon thereafter as possible and in the manner in which such shares were to have been redeemed on the Series B Mandatory Redemption Date or Series B Optional Redemption Date, as applicable.

2F. Senior Indebtedness. Notwithstanding anything herein to the contrary, any redemption of shares of Series B Preferred Stock pursuant to subparagraphs 2A and 2B above is subject to the following: Any cash proceeds or other consideration received by the Corporation or any subsidiary of the Corporation, as the case may be, in connection with any of the transactions described in subparagraph 2A shall be used by the Corporation to repay any and all amounts owed by the Corporation pursuant to the terms and conditions governing the Senior Indebtedness prior to the Corporation's redemption of any Series B Preferred Stock pursuant to subparagraphs 2A or 2B.

(3) Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Series B Preferred Stock shall be entitled, before any distribution or payment is made upon any Series A Preferred Stock or Common Stock, to be paid an amount equal to the sum of (i) the Accreted Value per share as of the date of such liquidation, dissolution or winding up plus (ii) an amount equal to dividends accumulated and unpaid thereon (to the extent not included in the Accreted Value of such shares) through the date of such liquidation, dissolution or winding up (such amounts being herein sometimes referred to in the aggregate as the "Series B Liquidation Payment"), and the holders of shares of Series B Preferred Stock shall not be entitled to any further payment in respect of the shares of Series B Preferred Stock. If upon such liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the holders of Series B Preferred Stock shall be insufficient to permit payment in full to the holders of Series B Preferred Stock of the Series B Liquidation Payment as aforesaid, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series B Preferred Stock.

(4) Voting. Except as otherwise provided by law or by this Amended and Restated Articles of Incorporation, the holders of Series B Preferred Stock shall not have voting rights.

(5) Restrictions. At any time when shares of Series B Preferred Stock are outstanding, and in addition to any other vote of stockholders required by law, without the prior consent of the holders of at least 66 2/3 % of the outstanding Series B Preferred Stock, in

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each case given in person or by proxy, either in writing or at a special meeting called for that purpose, at which meeting the holders of the Series B Preferred Stock shall vote together as a class, the Corporation will not:

(i) (a) create or authorize the creation of any additional class of capital stock of the Corporation unless the same ranks junior to the Series B Preferred Stock both as to dividends and as to the distribution of assets on liquidation, or (b) increase the authorized amount of any additional class of capital stock of the Corporation unless the same ranks junior to the Series B Preferred Stock both as to dividends and as to the distribution of assets on liquidation or (c) create or authorize any obligations or securities convertible into shares of Series B Preferred Stock or into shares of any other class of capital stock of the Corporation unless the same ranks junior to the Series B Preferred Stock both as to dividends and as to the distribution of assets on liquidation, in each case whether any such creation or authorization or increase shall be by means of amendment of the Articles of Incorporation of the Corporation, reclassification of the Corporation's capital stock, merger, consolidation or otherwise; or

(ii) amend, alter or repeal the Corporation's Articles of Incorporation or Bylaws in any manner, or file any directors' resolutions pursuant to Section 607.0602 of the FBCA containing any provision which materially and adversely alters or changes the rights, preferences, privileges or voting power of the Series B Preferred Stock or which in any other manner materially and adversely affects the Series B Preferred Stock or the holders thereof; or

(iii) effect (a) the consolidation or merger of the Corporation with or into any other business entity in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation fail to hold at least fifty percent by voting power of the capital stock of the surviving corporation, (b) the sale of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, or (c) the liquidation, dissolution or winding up of the Corporation.

The Corporation shall not permit any subsidiary of the Corporation to take any action which, if taken by the Corporation, would require the consent of the holders of the Series B Preferred Stock in accordance with the preceding sentence.

(C) Common Stock. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(1) Dividends. The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Corporation out of funds legally available for such purpose, subject to the provisions of subdivision A of this Article 2 with respect to the rights of holders of Series A Preferred Stock and subdivision B of this Article 2 with respect to the rights of holders of Series B Preferred Stock.

(2) Liquidation. Upon any liquidation, dissolution or winding up of

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the Corporation, whether voluntary or involuntary, after the holders of shares of Series B Preferred Stock shall have been paid in full the Series B Liquidation Payment pursuant to paragraph 2.1(B)(3) and after the holders of shares of Series A Preferred Stock shall have been paid in full the Series A Liquidation Payment pursuant to paragraph 2.1(A)(3), the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock, to share ratably according to the number of shares of Common Stock held by them in all remaining assets of the Corporation available for distribution to its shareholders.

(3) Voting Rights. Except as otherwise provided by law or by this Articles of incorporation, each holder of Common Stock shall be entitled to one vote per share.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 11405 Bluegrass Parkway, Louisville, Kentucky 40299. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Registered Agent


The registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the Corporation at said registered office is Corporation Service Company.

THIRD: The foregoing amendment and restatement of the Corporation's Articles of Incorporation was adopted and approved by the directors of the Corporation on February 4, 2003, and by the shareholders of the Corporation on February 4, 2003. The number of votes cast by the shareholders was sufficient for approval.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation
have been signed on behalf of the Corporation this 5 th day of February, 2003.


Name: M. C. P. L.
Title: CFO