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BASIC AMENDMENT

APTEC CORPORATION

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**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
APTEC CORPORATION**

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation, as amended, of APTEC Corporation (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is APTEC Corporation.

SECOND: Article IV of the Amended and Restated Articles of Incorporation is amended and restated in its entirety to read as follows:

**Article IV
Capital Stock**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares, consisting of (i) One Million (1,000,000) shares of common stock, \$0.001 par value per share ("Common Stock"), and (ii) Five Hundred Thousand (500,000) shares of preferred stock, \$0.001 par value per share ("Preferred Stock"). The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

The designations, preferences, limitations and relative rights of the Common Stock and the Preferred Stock are as follows:

A. Common Stock

1. **Voting Rights.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including without limitation the election of directors.

2. **Dividends.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. **Liquidating Distributions.** Upon any liquidation, dissolution or winding up of the Corporation, whether involuntary or voluntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, the remaining assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. Preferred Stock

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter provided. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular manner.

2. Preferences. Authority is hereby granted and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to effect the issuance and redemption of any Preferred Stock and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares constituting a class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices and the terms and conditions upon which, and the time or times at which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall be cumulative or noncumulative, and if cumulative the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether and the circumstances under which the shares of any class or series shall be convertible into or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices, ratio or ratios, or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

3. Designation of Series A Preferred Stock. There shall be a series of Preferred Stock designated as "Series A Preferred Stock." The authorized number of such shares of Series A Preferred Stock is Fifty Thousand (50,000).

(a) The shares of Series A Preferred Stock shall have the following rights, preferences, powers, restrictions and limitations:

(1) The Series A Preferred Stock shall be convertible into shares of the Corporation's Common Stock (a) upon written request of the stockholders holding Series A Preferred Stock or (b) automatically and immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation (either of the foregoing a "Conversion Event").

(2) The number of shares of Common Stock into which all issued and outstanding shares of Series A Preferred Stock are convertible shall be determined as follows:

(A) Subject to subsections (B) and (C), each 3030 shares of issued and outstanding Series A Preferred Stock shall be convertible into one-half percent (0.5%) (and as to portions of Series A Preferred Stock less than 3030 shares, the pro-rata portion of one-half percent thereof) of the total of the Corporation's issued and outstanding shares of Common Stock (including shares of Common Stock into which all issued and outstanding shares of Series A Preferred Stock are convertible) as of the effective date of the Conversion Event. The foregoing number of shares is hereafter the "Base Number of Shares."

(B) The Base Number of Shares shall be adjusted to include all shares of stock issued and issuable upon conversion into stock of other securities issued following the date of the Conversion Event in the event of each of the following:

(i) Issuance of additional shares of any common stock, preferred stock, and other securities convertible into, and granting of options to acquire, the Corporation's stock (and as to all securities convertible into, and options to acquire, any common stock, the number of shares of common stock into which such securities are convertible or acquired upon exercise of the options), to Jeffrey Badovick (the "Founder");

(ii) Issuance of shares of any common stock or preferred stock, or options to acquire shares of any common stock or preferred stock, in connection with an acquisition by the Corporation (and as to all securities convertible into, and options to acquire, any common stock, the number of shares of common stock into which such securities are convertible or acquired upon exercise of the options);

(iii) Issuance of shares of Series A Preferred Stock to any other person (or, upon any Conversion Event, issuance of the shares of Common Stock into which any shares of Series A Preferred Stock have been converted prior to such Conversion Event).

The Corporation shall mail to each holder of Series A Preferred Stock a notice specifying the effective date of an event in (B)(i), (ii) or (iii) and the amount of adjustment to the Base Number of Shares.

(C) The Base Number of Shares shall not include shares issued in connection with any event other than as provided in subsection (b)(i), (ii) or (iii). By way of example and without limitation, the Base Number of Shares shall not include shares issued in connection with:

(i) A financing transaction of the Corporation, such as a transaction to include raising investment capital by the issuance of common or preferred stock, debt, debt convertible into equity, options, warrants, similar rights to purchase, or other vehicle by which the Corporation obtains capital, or some combination thereof to outside investors, a public offering or other issuance of registered securities, except as expressly provided in subsection 2(B)(ii); or

(ii) Issuance of equity or options to purchase equity to employees or consultants of the Corporation other than the Founder, except as expressly provided in subsection 2(B)(iii).

(b) Upon the occurrence of a Conversion Event, (i) the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; but the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred in connection with such certificates; and (ii) the holders of Series A Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Series A Preferred Stock and shall be issued a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Preferred Stock surrendered were convertible as of the date of the Conversion Event, free of claims of any third party.

(c) If there is a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares of the Common Stock, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion of the Series A Preferred Stock would have been entitled upon such capital recapitalization, subject to adjustment as provided by the terms thereof.

(d) If the conversion of Series A Preferred Stock would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board of Directors) on the date of Conversion Event.

(e) Holders of Series A Preferred Stock shall have no preemptive rights except as may be expressly granted by the Corporation pursuant to written agreements.

(f) Any notice shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified; (ii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iii) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record of Series A Preferred Stock at the address of such holder appearing on the books of the Corporation and to the Corporation at its principal office.

(g) Except as expressly provided above, the preferences, limitations and relative rights of the each share of Series A Preferred Stock shall be identical in all other respects to a share of Common Stock. Without limiting the foregoing, each share of Series A Preferred Stock shall have the same voting rights as a share of the Corporation's Common Stock unless and until converted into Common Stock, at which time the converted shares shall have the same number of votes as the number of shares of Common Stock into which the shares of Series A Preferred Stock are converted.

THIRD: The foregoing amendment was duly adopted by the sole member of the board of directors of the Corporation by written consent dated March 18, 2003.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument to be effective as of the 18th day of March, 2003.


Jeffrey P. Badovick, President