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Amend

12-31-07**Articles of Amendment**

to

**Articles of Incorporation**

of

**Look (NY), Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments to its Articles of Incorporation:

1. The name of the corporation is Look (NY), Inc. (the "Corporation").
2. The following is a true and complete copy of the Amendment to Article IV of the Articles of Incorporation:

**"ARTICLE IV.**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 12,000, (i) 10,000 shares of which shall be Common Stock, \$.10 par value per share (the "Common Stock"), and (ii) 2,000 shares of which shall be Preferred Stock, all of which are without par value (the "Preferred Stock").

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

**A. COMMON STOCK.**

(1) 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 Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

(2) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings) and shall, except as provided in Section C.6(b) of this Article IV, vote, together as a class with the holders of outstanding shares of Series A Preferred Stock, if any. There shall be no cumulative voting.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of members of the Board of Directors of the Corporation (the "Board"), to the full extent permitted by law.

(3) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board and subject to any preferential dividend or other rights of any then outstanding Preferred Stock.

(4) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential and participation rights of any then outstanding Preferred Stock.

**B. PREFERRED STOCK.**

(1) General. The shares of Preferred Stock may be issued from time to time in one or more series of any number of shares, with such powers, preferences, rights, qualifications, limitations or restrictions thereon, and such distinctive serial designations, as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such shares of Preferred Stock from time to time adopted by the Board pursuant to authority so to do which is hereby vested in the Board. Shares of Preferred Stock of any series that have been redeemed or that, if convertible or exchangeable, have been converted into or exchanged for shares of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock undesignated as to series and may be reissued as a part of the series of which they were originally a part or as part of a new series of shares of Preferred Stock to be created by resolution of the Board or as part of any other series of shares of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board providing for the issue of any series of shares of Preferred Stock.

**C. SERIES A CONVERTIBLE PREFERRED STOCK**

(1) Designation and Number of Shares. There shall be hereby created and established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 2,000.

(2) Rank. The Series A Preferred Stock shall, with respect to distributions of assets and rights upon the occurrence of a Liquidation Event (as defined below), rank senior to (A) all classes of common stock of the Corporation, including, without limitation, the Common Stock, and (B) each other class or series of shares of stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock (collectively, the "Junior Stock").

(3) Dividends. The holders of shares of Series A Preferred Stock (the "Series A Preferred Shareholders") shall not be entitled to receive any dividends.

(4) Liquidation Preference.

(a) Priority Payment. Upon the occurrence of a sale (including without limitation any sale of all or substantially all of the assets of the Corporation, a sale of the outstanding common stock of the Corporation or a merger or consolidation of the Corporation into or with one or more entities), dissolution, liquidation or winding up of the Corporation

(each, a "Liquidation Event"), the Series A Preferred Shareholders shall be entitled to be paid for each share of Series A Preferred Stock held thereby, out of, but only to the extent of, the assets of the Corporation legally available for distribution to its shareholders, an amount equal to \$44,277.78 (the "Purchase Price") before any payment (whether by the Corporation or an acquirer in a Liquidation Event) or distribution is made to any holder of any Junior Stock. If the assets of the Corporation available for distribution to the holders of Series A Preferred Stock resulting from the Liquidation Event shall be insufficient to permit payment in full to such holders of the sums which such holders are entitled to receive in such case, then all of the assets available for distribution to holders of the Series A Preferred Stock shall be distributed among and paid to such holders ratably in proportion to the amounts that would be payable to such holders if such assets were sufficient to permit payment in full.

(b) Notice. Written notice of a Liquidation Event stating a payment or payments and the place where such payment or payments shall be payable, shall be delivered in person, mailed by certified mail, return receipt requested, mailed by overnight mail or sent by telecopier, not less than 10 days prior to the earliest payment date stated therein, to the holders of record of the Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation.

(5) Redemption.

(a) The Corporation will, subject to the conditions set forth below, at any time on or after November 30, 2010, upon receipt of written request(s) for redemption from any of the Series A Preferred Shareholders (a "Redemption Request"), redeem from each Series A Preferred Shareholder that requests redemption pursuant to a Redemption Request (a "Requesting Holder"), at a price per share equal to the Purchase Price, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares, the number of shares of Series A Preferred Stock requested to be redeemed by each Requesting Holder. The date of receipt of such Redemption Request shall be referred to herein as the "Notice Date."

(b) The Corporation shall provide notice, within five (5) days after the Notice Date, of its receipt of a Redemption Request, specifying the time (the "Redemption Date"), which shall occur on or about sixty (60) days after the Notice Date, manner and place of redemption (the "Redemption Notice"), by hand delivery, overnight mail, facsimile and/or electronic transmission, to each holder of record of Series A Preferred Stock at the address for such holder last shown on the records of the Corporation. Each holder of Series A Preferred Stock (other than a holder who has made the Redemption Request) may elect to become a Requesting Holder on such Redemption Date by so indicating in a written notice provided to the Corporation, by hand delivery, overnight mail, facsimile and/or electronic transmission, within ten (10) days after the Notice Date. Except as provided in Section C.5(c) below, each Requesting Holder shall surrender to the Corporation on the applicable Redemption Date the certificate(s) representing the shares to be redeemed on such date, in the manner and at the place designated in the Redemption Notice. Thereupon, the Purchase Price shall be paid to the order of each such Requesting Holder and each certificate surrendered for redemption shall be cancelled. In the event that less than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(c) If the funds of the Corporation legally available for redemption of Series A Preferred Stock on any Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock requested by the Requesting Holders, or if the Corporation is unable to redeem the total amount of said shares for any reason, the Corporation shall offer for purchase, pro rata, all, or the remaining, as the case may be, Series A Preferred Stock of the Requesting Holders to the shareholders of the Corporation. If, between the Corporation and the shareholders, all such shares shall be purchased and/or redeemed, such purchase and/or redemption shall occur on the Redemption Date. In the event that the Corporation and the shareholders combined are unable to purchase and/or redeem all of the Series A Preferred Stock requested by the Requesting Holders, the Corporation shall send written notice to such effect to the Requesting Holders, by hand delivery, overnight mail, facsimile and/or electronic transmission, within twenty (20) days after the Notice Date, and none of said shares shall be purchased and/or redeemed on the Redemption Date. In such event, the Corporation shall be obligated to commence the development of a business plan for the sale of its business, and to use its best commercial efforts to expeditiously consummate such a sale and to maximize the shareholders' value resulting from such a sale.

(d) Unless there shall have been a failure to pay the Purchase Price, as provided above, on the Redemption Date (provided that the Corporation and/or shareholders have on-hand, either set apart in a bank account or through another funding source or method, sufficient funds for payment of the Purchase Price to satisfy all Redemption Requests), all rights of the holder of each share redeemed on such date as a shareholder of the Corporation by reason of the ownership of such share will cease, except the right to receive the Purchase Price of such share, without interest, upon presentation and surrender of the certificate representing such share, and such share will not from and after such Redemption Date be deemed to be outstanding.

(e) Any Series A Preferred Stock redeemed pursuant to this Section 5 will return to the status of authorized and unissued shares of Preferred Stock undesignated as to series and will not under any circumstances be reissued, sold or transferred as shares of Series A Preferred Stock without the unanimous consent of the remaining Series A Preferred Shareholders.

(6) Voting and Consent Rights.

(a) General. Except as set forth in Section C.6(b) below, the holders of the Series A Preferred Stock shall vote on an as-if converted basis with the holders of Common Stock at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

(b) Special Consent Rights. For so long as any shares of Series A Preferred Stock remain outstanding, without the prior written consent of the holders of all of the outstanding shares of Series A Preferred Stock, the Corporation may not (i) amend the charter or the Shareholders Agreement by and among the Corporation and the holders of the Common Stock and Series A Preferred Stock of the Corporation (the "Shareholders Agreement") to alter or change the rights, preferences or privileges of the Series A Preferred Stock; (ii) authorize the creation of any new series or class of equity securities which are ranked prior to or at parity with the Series A Preferred Stock, (iii) authorize or effect a Liquidation Event, (iv) redeem, declare or

pay any dividends, or make any distributions, with respect to any equity securities of the Corporation, (v) authorize, grant, issue or sell any equity securities or any options, warrants or other securities convertible into equity securities which are ranked prior to or at parity with the Series A Preferred Stock; or (vi) approve the redemption or repurchase of any equity securities, except as provided in Section C.5 above.

(7) Conversion.

(a) Optional Conversion. Any Series A Preferred Shareholder shall have the right, at its option, immediately prior to a Liquidation Event, to convert, on a one-to-one basis, all of such holder's shares of Series A Preferred Stock into an equal number of fully paid and non-assessable shares of Common Stock. Such conversion right shall be exercised by the surrender of certificate(s) representing the shares of Series A Preferred Stock to be converted to the Corporation, at the Corporation's direction, accompanied by written notice that the holder elects to convert such shares of Series A Preferred Stock and such other documentation as the Corporation may reasonably require. All certificates representing shares of Series A Preferred Stock surrendered for conversion shall be delivered to the Corporation for cancellation and canceled by it. As promptly as practicable after the surrender of any shares of Series A Preferred Stock, the Corporation shall (subject to compliance with the applicable provisions of federal and state securities laws) deliver to the holder of such shares so surrendered certificate(s) representing the number of fully paid and nonassessable shares of Common Stock into which such shares are entitled to be converted.

(b) Termination of Rights. On the date of such optional conversion pursuant to Section C.7(a) above, all rights with respect to the shares of Series A Preferred Stock so converted, including the rights, if any, to receive notices and vote, shall terminate, except only the rights of holders thereof to (i) receive certificates for the number of shares of Common Stock into which such shares of Series A Preferred Stock have been converted, (ii) exercise the rights to which they are entitled as holders of Common Stock.

(c) Antidilution Adjustments.

(i) The Purchase Price, and the number and type of securities to be received upon conversion of the Series A Preferred Stock, shall be subject to adjustment as provided herein. In the event that the Corporation shall at any time or from time to time, prior to conversion of the Series A Preferred Stock, (x) subdivide the outstanding shares of Common Stock into a larger number of shares, (y) combine the outstanding shares of Common Stock into a smaller number of shares, or (z) issue any shares of stock in the Corporation in a reclassification of the Common Stock, then, and in each such case, the Purchase Price per share in effect immediately prior to such event shall be adjusted so that the holder of any share of Series A Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock or other securities of the Corporation that such holder would have owned or would have been entitled to receive upon or by reason of any of the events described above, had such share of Series A Preferred Stock been converted immediately prior to the occurrence of such event.

(ii) In the event that the Corporation shall at any time after the Closing Date issue any shares of Common Stock, without consideration or at a price per share less than the Purchase Price then in effect, then, in each such event (an "Adjustment Event"), the number of shares of Common Stock into which the Series A Preferred Stock shall convert immediately prior thereto (the "Initial Number") shall be adjusted so that the holder of Series A Preferred Stock shall be entitled to receive, upon exercise, the number of shares of Common Stock determined by multiplying the Initial Number by a fraction, of which (x) the numerator shall be the number of shares of Common Stock outstanding immediately prior to such Adjustment Event plus the number of additional shares of Common Stock issued in such Adjustment Event, and (y) the denominator shall be the number of shares of Common Stock outstanding immediately prior to such Adjustment Event plus the number of shares of Common Stock which the aggregate issuance price of the total number of shares of Common Stock issued in such Adjustment Event would purchase at the Purchase Price then in effect.

(iii) In the event that, at any time after the Closing Date, the Corporation shall in any manner issue or sell any stock or other securities convertible into or exchangeable for Common Stock (such convertible or exchangeable stock or securities being hereinafter referred to as "Convertible Securities"), or grant any rights to subscribe for or to purchase, or any options or warrants for the purchase of, Common Stock or Convertible Securities (such rights, options or warrants being hereinafter referred to as "Options"), and the price per share for which shares of Common Stock are issuable pursuant to such Options or upon conversion or exchange of such Convertible Securities (determined by dividing (A) the total amount, if any, received or receivable by the Corporation as consideration for the granting of such Options, or issuance or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such Options, plus, in the case of such Convertible Securities, the minimum aggregate amount of additional consideration, if any, payable upon the conversion or exchange thereof, by (B) the total maximum number of shares of Common Stock issuable pursuant to such Options or upon the conversion or exchange of the total maximum amount for such Convertible Securities) shall be less than the Purchase Price in effect immediately prior to the time of the granting of such Options or issuance or sale of such Options or Convertible Securities, then the total maximum number of shares of Common Stock issuable pursuant to such Options or upon conversion or exchange of the total maximum amount of such Convertible Securities issued or issuable upon the purchase of such Options shall (as of the date of the granting of the Options or issuance or sale of such Convertible Securities) be deemed to be outstanding and to have been issued or sold for purposes of this Section C.7(e) for the price per share as so determined; provided, that upon the expiration or termination of any unexercised Options or conversion or exchange privileges for which any adjustment was made pursuant to this Section C.7(e), the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be readjusted.

(iv) In case any subscription price may be paid in a consideration part or all of which shall be in a form other than cash, the value of such consideration shall be as determined in good faith by the Board or, if the holders of the Series A Preferred Stock shall, in the exercise of their sole discretion, object to such determination, by an independent investment banking firm mutually selected by the Corporation and the holders.

(v) An adjustment made pursuant to this Section C.7(c) shall become effective retroactively, in the case of any such subdivision, combination or reclassification, to the close of business on the day upon which such corporate action becomes effective.

(d) Reservation of Common Stock. The Corporation shall at all times reserve and keep available for issuance upon the conversion of the Series A Preferred Stock, such number of its authorized but unissued shares of Common Stock as will from time to time be sufficient to permit the conversion of all outstanding shares of Series A Preferred Stock, and shall take all action to increase the authorized number of shares of Common Stock if at any time there shall be insufficient authorized but unissued shares of Common Stock to permit such reservation or to permit the conversion of all outstanding shares of Series A Preferred Stock; provided, however, that the holders of shares of Series A Preferred Stock vote such shares in favor of any such action that requires a vote of shareholders."

3. The following is a true and complete copy of the Amendment to Article VI of the Articles of Incorporation:

**"ARTICLE VI**

The mailing address of the corporation is 601 West 26th Street, 8th Floor, New York, New York 10001."

4. The date of adoption of the foregoing amendments was November 30, 2007.
5. The effective date of these Articles of Amendment to the Articles of Incorporation of the Corporation shall be December 31, 2007.
6. The foregoing amendments were approved by both the directors and the common shareholders of the corporation. The number of votes cast for the amendment by both the directors and the common shareholders was sufficient for approval.

[Remainder of page intentionally left blank]



**IN WITNESS WHEREOF**, the undersigned officer of this corporation has executed these Articles of Amendment to its Articles of Incorporation as of the 21<sup>st</sup> day of December, 2007.

LOOK (NY), INC.

By:   
James C. Maharg  
President