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BASIC AMENDMENT

SYMMETRICAL HOLDINGS, INC.

RECEIVED
01 JUL 12 PM 5:21
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Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$52.50

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ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
SYMMETRICAL HOLDINGS, INC.

(Under Section 607.1006 of the Florida Business Corporation Act)

FIRST: The name of the Corporation is Symmetrical Holdings, Inc. (the "Corporation").

SECOND: Article 3 of the Articles of Incorporation of the Corporation is hereby amended to restate the authorized capital of the Corporation.

Accordingly, Article 3 of the Articles of Incorporation is hereby stricken and replaced in its entirety to read as follows:

"3.1 Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is 15,000 shares comprised of (i) 10,000 shares of common stock, \$.01 par value per share ("Common Shares"), and (ii) 5,000 shares of preferred stock, \$.01 par value per share ("Preferred Shares;" together with the Common Shares, the "Shares"). Except as otherwise provided in accordance with these Articles of Incorporation, the Common Shares shall have unlimited voting rights, with each share being entitled to one vote and the right to receive the net assets of the Corporation upon dissolution, with each share participating on a pro rata basis.

3.2 Issuance of Preferred Shares. The board of directors of the Corporation is hereby authorized from time to time, without shareholder action, to provide for the issuance of Preferred Shares in one or more series not exceeding in the aggregate the number of Preferred Shares authorized by these Articles of Incorporation, as amended from time to time; and to determine with respect to each such series, the voting powers, if any (which voting powers, if granted, may be full or limited), designations, preferences, and relative, participating, option, or other special rights, and the qualifications, limitations, or restrictions relating thereto, including without limiting the generality of the foregoing, the voting rights relating to the Preferred Shares of any series (which may be one or more votes per share or a fraction of a vote per share, which may vary over time, and which may be applicable generally or only upon the happening and continuance of stated events or conditions), the rate of dividend to which the holders of Preferred Shares of any series may be entitled, if any (which may be cumulative or noncumulative), the rights of holders of Preferred Shares of any series in the event of liquidation, dissolution, or winding up of the affairs of the Corporation, the rights, if any, of holders of Preferred Shares of any series to convert or exchange such Preferred Shares of such series for shares of any other class or series of capital stock or for any other securities, property, or assets of the Corporation or any subsidiary (including the determination of the price or prices

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or the rate or rates applicable to such rights to convert or exchange and the adjustment thereof, the time or times during which a particular price or rate shall be applicable), whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates, and whether any shares of the series shall be redeemed pursuant to a retirement or sinking fund or otherwise and the terms of such obligations.

3.3 Filings and Effectiveness. Before the Corporation shall issue any Preferred Shares of any series, Articles of Amendment or Restated Articles of Incorporation, fixing the voting powers, designations, preferences, the relative, participating, option or other rights, if any, and the qualifications, limitations, and restrictions, if any, relating to the Preferred Shares of each series, and the number of Preferred Shares of such series authorized by the board of directors to be issued, shall be filed with the secretary of state in accordance with the Florida Business Corporation Act and shall become effective without any shareholder action. The board of directors is further authorized to increase or decrease (but not below the number of such shares or such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

3.4 Terms of Series A Preferred Shares.

3.4.1 Designation and Amount. The Preferred Shares of such series shall be designated "Series A Preferred Shares" and the number of Preferred Shares constituting such series shall initially be a maximum of 925. The Preferred Shares of such series shall have a stated par value of \$.01 per share (the "Stated Value") and shall have a liquidation preference of \$10,000 per share ("Liquidation Value"). Such series is hereinafter referred to as the "Series A Preferred Shares."

3.4.2 Dividends. The holders of Series A Preferred Shares shall not be entitled to receive dividends on the Series A Preferred Shares owned by such holders.

3.4.3 Voting Rights.

(a) Except as indicated in this Section 3.4, the holders of Series A Preferred Shares will have only those voting rights, if any, required by applicable law (including the right to vote as a separate class when required by law). Each issued and outstanding Series A Preferred Share shall be entitled to one vote if entitled to vote as a separate class and the holders of a majority in interest of the Series A Preferred Shares entitled to vote shall bind the entire class of Series A Preferred Shares. The Corporation shall provide a minimum of thirty (30) days' prior notice of

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any matter to be submitted to the vote of the holders of the Series A Preferred Shares.

(b) In addition, without the vote or consent of the holders of at least a majority of the Series A Preferred Shares then outstanding, the Corporation may not alter, amend or repeal any of the provisions of the Articles of Incorporation so as to affect any right, preference, privilege or voting power of the Series A Preferred Shares or the holders thereof.

3.4.4 Cancelled Shares. Series A Preferred Shares purchased or otherwise acquired by the Corporation in any manner whatsoever shall be cancelled promptly after the acquisition thereof. All such Series A Preferred Shares upon their cancellation shall become authorized but unissued Preferred Shares and may be reissued as part of a future series of Preferred Shares to be designated by the board of directors in accordance with Section 3.2 hereof.

3.4.5 Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, partial or complete, or the payment of any dividends or distributions on account of, or redemption of, any Shares of the Corporation (each a "Transaction") held by any of William P. Livek, William E. Engel, Susan Sanford, Alva Bell-Bullard and David F. Parish (each a "Current Shareholder" and collectively, the "Current Shareholders"), the holders of Series A Preferred Shares are entitled to receive out of the assets of the Corporation, whether such assets are stated capital or surplus of any nature, before any payment is made or any assets are distributed to holders of Common Shares and of any other class of Shares of the Corporation, liquidating distributions in the amount of 30% (the "Series A Preferred Share Preference") of the amount payable to the Current Shareholders (the "Current Shareholder Liquidation Proceeds") shall be paid by the Corporation to the holders of the Series A Preferred Shares to redeem the Series A Preferred Shares at their Liquidation Value; provided, however, that for purposes of calculating the Series A Preferred Share Preference, the Current Shareholder Liquidation Proceeds shall first be reduced by the Liquidation Preferred Return. The "Liquidation Preferred Return" shall be an amount equal to the sum of (1) the portion of any Balance (as defined herein) remaining from any prior liquidation to which the holder of such Shares is entitled, but which has not previously been paid, and (2) such Current Shareholder's Shareholder Investment Balance. "Shareholder Investment Balance" shall mean, with respect to each Current Shareholder, at any time, the aggregate amount of any Shareholder Investments made by such Current Shareholder that have not previously been repaid to such Current Shareholder. "Shareholder Investment" shall mean (i) the investments after March 1, 2001 and prior to July 16, 2001 by (1) William P. Livek in the aggregate amount of

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\$209,000 and (2) William E. Engel in the aggregate amount of \$209,000, and (ii) any other investment or advance of funds, whether in the form of debt or equity, by a Current Shareholder in or to the Corporation or any of its Subsidiaries (as defined herein) made on or after July 16, 2001.

(b) Any transfer of all or a substantial portion of the assets of the Corporation or any of its Subsidiaries (as defined herein), and any merger or consolidation of the Corporation or any of its Subsidiaries in which the Corporation or such Subsidiary is not the surviving entity, will be deemed a liquidation. In such event, after the payment of any Liquidation Preferred Returns to the Current Shareholders, thirty percent (30%) of the net proceeds derived from such transaction shall be paid to the holders of the Series A Preferred Shares to redeem the Series A Preferred Shares at their Liquidation Value. For purposes of this Section 3.4.5(b), "net proceeds" means the gross proceeds of any such transaction less reasonable expenses paid or payable by the Corporation or such Subsidiary, not to exceed: (i) five percent (5%) of the gross proceeds if the Corporation shall pay no brokers commission in connection with such transaction; or (ii) nine percent (9%) if the Corporation is required to pay a brokers commission in connection with any such transaction. Any remaining portion of such net proceeds not distributed to the Current Shareholders prior to, or concurrently with, the redemption of the Series A Preferred Shares, together with interest thereupon at seven percent (7%) per annum, is referred to herein as the "Balance." "Subsidiary" shall mean any Person of which all or a part of the equity interests thereof are directly or indirectly owned by the Corporation. "Person" shall mean and include a natural person, a corporation, a joint venture, a limited liability company, a partnership, a trust, an unincorporated organization a government or department or agency thereof, and any other type of entity or aggregation created by contract or law.

3.4.6 Net Income Redemption. Commencing with calendar year 2002, twenty percent (20%) of the Annual Net Income (as defined below) between \$1,000,000 and \$4,000,000 and thirty percent (30%) of Annual Net Income in excess of \$4,000,000 shall be paid by the Corporation to the holders of the Series A Preferred Shares to redeem their shares at their Liquidation Value until the maximum amount required to be paid under Section 3.4.8 below has been paid. "Annual Net Income" shall mean the consolidated annual income of the Corporation and its Subsidiaries, determined in accordance with generally accepted accounting principles in the United States (GAAP) consistently applied after deduction of all taxes, but modified to exclude any gain or loss realized from the sale of any capital asset and to deduct annual payments in respect of any debt, but before the payment of any dividends.

3.4.7 Concurrent Purchase of the Series A Preferred Shares upon the Sale of the Corporation's Shares by a Current Shareholder. As a condition to any sale

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or transfer (a "Shareholder Sale") of any Shares of the Corporation or any of its Subsidiaries by any Current Shareholder (a "Selling Shareholder"), the purchaser of such Shares shall pay an amount equal to thirty percent (30%) (the "Series A Preferred Return") of the aggregate purchase price of such Shares (the "Shareholder Sale Proceeds") directly to the holders of the Series A Preferred Shares, which Series A Preferred Return shall be paid by the purchaser to the holder of the Series A Preferred Shares to purchase outstanding Series A Preferred Shares at their Liquidation Value; provided, however, that for purposes of calculating the Series A Preferred Return, the Shareholder Sale Proceeds shall first be reduced by the Sale Preferred Return. The "Sale Preferred Return" shall be an amount equal to the sum of (1) the portion of any Balance to which such Current Shareholder is entitled, but which has not previously been paid, and (2) such Current Shareholder's Shareholder Investment Balance.

3.4.8 Stated Value. The maximum amount payable to holders of Series A Preferred Shares pursuant to Sections 3.4.5, 3.4.6 and 3.4.7 shall be equal to their aggregate Liquidation Value.

3.4.9 Redemption Procedure. Upon each redemption of Series A Preferred Shares pursuant to Section 3.4.5 or 3.4.6, the holder of the Series A Preferred Shares so redeemed shall deliver to the Corporation a certificate or certificates representing the number of Series A Preferred Shares determined by dividing their aggregate Liquidation Value by 10,000.

3.4.10 Excess Redemption. Any Series A Preferred Shares not redeemed and remaining outstanding at the time of the complete liquidation of the Corporation and its Subsidiaries or when none of the Current Shareholders owns any capital stock in the Corporation or its Subsidiaries, whichever shall first occur, shall be redeemed by the Corporation for one dollar (\$1.00)."

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FOURTH: The foregoing amendment to the Articles of Incorporation was authorized by a majority vote of the Shareholders of the Corporation upon recommendation by the board of directors pursuant to Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed by its duly authorized officer this 12th day of July, 2001.

By: 

William P. Livek, President and
Secretary

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