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CORPORATION NAME (S) AND DOCUMENT NUMBER (S) if known:

Synergistic Frameworks Inc.

☒ Photocopy

☐ Certified Copy

☐ CERTIFICATE OF STATUS

☐ CERTIFICATE OF GOOD
STANDING

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS TO
INCLUDE ARTS & AMENDS

☐ CERTIFICATE OF FICTITIOUS
NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED
JUL 20 AM 11:50
TALLAHASSEE, FLORIDA

RECEIVED
JUL 20 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07-20-00
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NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

☒ Amendment

Resignation of RA Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SYNERGISTIC FRAMEWORKS, INC.**

FILED
JUL 20 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the proposed amendment to the Articles of Incorporation of SYNERGISTIC FRAMEWORKS, Inc., hereinafter set forth was approved by the consent of the directors and the shareholders pursuant to the provisions of Florida Statutes, Section 607.0821 and Section 607.0704, by Action by Written Consent of the Directors and Shareholders dated as of the 26th day of June, 2000 and are intended to amend the First Articles of Amendment to Articles of Incorporation of Synergistic Frameworks, Inc. for the purpose of correcting a scrivener's error by changing the last word of the last sentence of Article 7, Section B.2.(d) from "reduced" to "increased".

FIRST: The Corporation's name is:

SYNERGISTIC FRAMEWORKS, INC.

SECOND: The Corporation adopts the following as new Article 7-Corporate Capitalization of its Articles of Incorporation:

"ARTICLE 7 - Corporate Capitalization"

"A. Generally"

"The authorized capital stock of the Corporation will be as follows:

<u>Class of Stock</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Common Stock	40,000,000	\$.001
Series A Preferred Stock	500,000	\$.001

"The two hundred (200) currently issued and outstanding shares of Common Stock shall, upon filing of these Articles of Amendment, be exchanged and converted into eight million (8,000,000) shares of Common Stock, which conversion shall be at the rate of one (1) share of Common Stock converted into twenty thousand (20,000) shares of Common Stock.

"B. Series A Preferred Stock"

"1. **Participating Dividends.** The holders of record of shares of Series A Preferred Stock (each a "Series A Record Holder" and collectively the "Series A Record Holders") shall not be entitled to receive preferential dividends. The Corporation may pay dividends with respect to the Common Stock while shares of Series A Preferred Stock remain outstanding; provided, that any outstanding Series A Preferred Stock shall participate in such dividends (except for

dividends paid solely in additional shares of Common Stock) on a share for share basis as if converted to Common Stock ("Participating Dividends").

"2. Ranking; Preference on Liquidation. (a) The Series A Preferred Stock ranks senior to every other class or series of the Corporation's preferred stock and all of its Common Stock (collectively, the "Junior Securities").

"(b) If the Corporation liquidates, dissolves, or winds up its affairs (voluntarily or involuntarily, including a voluntary or involuntary bankruptcy) (a "Liquidation Event"), after paying or providing for payment of its debts and other liabilities, the Corporation shall pay to the Series A Record Holders, before paying any amount to the holders of Junior Securities, a cash amount for each share of Series A Preferred Stock equal to the Liquidation Price, as defined below. If its assets to be distributed among the Series A Record Holders on a Liquidation Event are insufficient to permit the Corporation to pay the full Liquidation Price for each share of Series A Preferred Stock, the Corporation shall distribute its assets among the Series A Record Holders ratably based on the respective amounts otherwise payable to them. If the Corporation has paid the full Liquidation Price for each share of Series A Preferred Stock to the Preferred A Shareholders, or if the Corporation shall have set aside funds sufficient for such payments in trust for the account of such holders so as to be available for such payment, all remaining assets available for distribution (after payment or provision for payment of all debts and liabilities of the Corporation) shall be distributed to the respective holders of any stock ranking junior to the Series A Preferred Stock but senior to the Common Stock ratably in proportion to the number of shares of such stock they then hold, if any such stock is then outstanding, and thereafter to the respective holders of the Common Stock ratably in proportion to the number of shares of Common Stock they then hold.

"(c) The following will, at the option of the holders of Series A Preferred Stock, be deemed to be a Liquidation Event and trigger the Corporation's obligation to pay the Liquidation Price: (i) a merger or consolidation of the Corporation with or into one or more corporations that results in the exchange of 50% or more of the outstanding shares of any class of capital stock of the Corporation outstanding immediately before the merger or consolidation for securities or other consideration issued or paid by the other corporation; (ii) the sale or transfer of all or substantially all of the assets of the Corporation; or (iii) the resale by shareholders, in any three-year period, of Common Stock cumulatively constituting 50% or more of the shares of Common Stock outstanding when the Series A Preferred Stock was initially issued. The Corporation will notify the Series A Record Holders in writing (the "Liquidation Event Notice") within sixty (60) days after the occurrence of a Liquidation Event. The option of the Series A Record Holders to have the foregoing events treated as Liquidation Events may be exercised by written notice given to the Corporation by holders of a majority of the outstanding shares of Series A Preferred Stock within sixty (60) days of the notifying holders' receipt of the Liquidation Event Notice.

"(d) The Series A Liquidation Price will be the amount of \$1.00 per share of Series A Preferred Stock, adjusted for any stock split, stock dividend or other adjustment to the Series A Preferred Stock. The Corporation shall pay the Liquidation Price to the Series A Record Holders within 15 days of the Company's receipt of notice from those holders of their option to have an event

treated as a Liquidation Event under Section 2(c). The Corporation shall pay to each Series A Record Holder interest at an annual rate of 15% on any part of the Liquidation Price not paid when due. Upon the payment of the full Liquidation Price for each share of Series A Preferred Stock to the Series A Record Holders, the Series A Record Holders will cease to have any further rights with respect to the Series A Preferred Stock. In case the Corporation shall at any time subdivide (by any stock split, stock dividend or otherwise) its outstanding shares of any series of Series A Preferred Stock into a greater number of shares, the Liquidation Price for such series of Series A Preferred Stock in effect immediately prior to such subdivision shall be proportionately reduced, and, conversely, in case the outstanding shares of any series of Series A Preferred Stock shall be combined into a smaller number of shares, the Liquidation Price for such series of Series A Preferred Stock in effect immediately prior to such combination shall be proportionately increased.

"3. Conversion. Each share of Series A Preferred Stock shall be convertible into Common Stock as follows:

"(a) Conversion Option. Subject to the terms and conditions of this Section 3, the Record Holder of any share of Series A Preferred Stock may, at the Record Holder's option, at any time and from time to time, convert any or all of its shares of Series A Preferred Stock into the number of fully paid and nonassessable shares of Common Stock determined pursuant to Section 3(c). The Series A Record Holders will have a reasonable time period following their receipt of notice of a Liquidation Event to exercise this conversion option.

"(b) Mandatory Conversion. All shares of Series A Preferred Stock then outstanding will automatically be converted into the number of fully paid and nonassessable shares of Common Stock set forth in Section 3(c) as of the date that the Securities and Exchange Commission declares effective a registration of the Common Stock under the Securities Act of 1933, as amended, and the Corporation completes a bona fide offering of its Common Stock to the general public (a "Public Offering") (i) that is underwritten on a firm commitment basis by one or more nationally recognized underwriters (ii) from which the Corporation receives net cash proceeds of at least \$20,000,000, and (iii) that provides for an initial offering price to the public per share of Common Stock of at least \$5.00 (appropriately adjusted for stock splits, stock dividends, share combinations, and the like with respect to the Common Stock).

"(c) Series A Conversion Price. Each share of Series A Preferred Stock shall be convertible into such number of shares of Common Stock as is determined by dividing \$1.00 (appropriately adjusted for stock splits, stock dividends, share combinations, and the like with respect to the Series A Preferred Stock) by the Series A Conversion Price in effect on the Conversion Date (as defined below). The "Series A Conversion Price" at which shares of Common Stock will be issuable on conversion of shares of the Series A Preferred Stock initially will be \$1.00 and, thus, initially each such share of Series A Preferred Stock is convertible into one share of Common Stock. The Series A Conversion Price is subject to the adjustment set forth in Section 3(d).

"(d) Adjustment of Series A Conversion Price. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Series A Conversion Price shall,

simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted for such Extraordinary Common Stock Event by multiplying such Series A Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event (calculated on a fully-diluted basis assuming the exercise or conversion of all then presently exercisable options, warrants, purchase rights or convertible securities) and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event (calculated on a fully-diluted basis assuming the exercise or conversion of all then presently exercisable options, warrants, purchase rights or convertible securities). An "Extraordinary Common Stock Event" shall mean (i) the issuance of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) a stock split or other subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of the Common Stock.

"In addition, if the Corporation issues or sells (or is deemed to issue or sell) any shares of Common Stock for consideration per share less than the Series A Conversion Price in effect immediately before the issuance or sale, the Series A Conversion Price will be reduced to the price determined by dividing (i) an amount equal to the sum of (a) the number of shares of Common Stock outstanding immediately before such issuance or sale (including as outstanding all shares of Common Stock issuable on conversion of outstanding Series A Preferred Stock and on exercise of outstanding options) multiplied by the then existing Series A Conversion Price and (b) the consideration, if any, received by the Corporation upon such issuance or sale, by (ii) the total number of shares of Common Stock outstanding immediately after such issuance or sale (including as outstanding all shares of Common Stock issuable on conversion of outstanding Series A Preferred Stock, based on the conversion ratio in effect immediately before the issuance, and on exercise of outstanding options).

"(e) **Mechanics of Conversion.** A Series A Record Holder may exercise the conversion right specified in Section 3(a) as to all or any part of its Series A Preferred Stock by surrendering to the Corporation (or to another person designated by the Board of Directors) the certificates evidencing the shares it elects to convert, endorsed and assigned to the Corporation in blank, and accompanied by written notice confirming the holder's exercise of its conversion option as to all or a specified portion of the shares evidenced by the certificates. Each Series A Record Holder shall promptly surrender its stock certificates to the Corporation on a mandatory conversion pursuant to Section 3(b). Conversion of shares of Series A Preferred Stock to Common Stock will be effective when the holder delivers to the Corporation notice of its election to convert and certificates evidencing the converted shares (for a conversion pursuant to Section 4(a)) or on the date of the Public Offering (for a conversion pursuant to Section 3(b)) (the foregoing respective dates are the "Conversion Date".) As promptly as practicable after the Conversion Date and in any event within ten (10) days after surrender of the certificate or certificates representing converted shares of Series A Preferred Stock, the Corporation shall issue and deliver at its expense to a converting holder (or to another person designated in writing by the Record Holder), a certificate evidencing the number of whole shares of Common Stock to which such Record Holder is entitled. The person in whose name the certificate or certificates for Common Stock are to be issued will be deemed the

holder of such Common Stock as of the close of business on the Conversion Date. On conversion of only a portion of the number of shares evidenced by a certificate surrendered for conversion, the Corporation shall issue and deliver at its expense to the converting holder (or to another person designated in writing by the Record Holder) a new certificate for the number of shares of Series A Preferred Stock evidencing the unconverted portion of the surrendered certificate. At the close of business on the Conversion Date, (i) the converted shares of Series A Preferred Stock will cease to be outstanding, (ii) the holders of the converted shares will cease to have any further rights with respect to those shares, except to receive Common Stock and cash (as specified below) with respect to the converted shares, and (iii) the holders of the converted shares will be deemed to have become the record holder of the Common Stock for all purposes.

"(f) **Fractional Shares.** The record holder and subsequent holders of Series A Preferred Stock, by the acceptance thereof, expressly waive their right to receive fractional shares of Common Stock or Series A Preferred Stock on conversion of shares of Series A Preferred Stock. If any fraction of a share would be issuable on the conversion of Series A Preferred Stock (or any specified portion thereof), the Corporation shall pay to the holder in lieu thereof an amount in cash equal to the product of such resulting fraction and the Series A Conversion Price.

"(g) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall reserve out of its authorized but unissued Common Stock, solely for the purposes of effecting the conversion of the Preferred Stock, the number of shares of Common Stock issuable on conversion of all outstanding Preferred Stock.

"(h) **Payment of Taxes.** The Corporation shall pay any and all taxes, documentary or otherwise, that are payable with respect to the issuance or delivery of Common Stock on conversion of the Preferred Stock. The Corporation shall not, however, be required to pay tax with respect to a transfer involved in the issue or transfer and delivery of shares of Common Stock in a name other than the record name of the converted Preferred Stock, and no issuance or delivery shall be made unless and until the person requesting such issue pays to the Corporation the amount of any such tax or establishes to the Corporation's satisfaction payment of the tax or that no tax is due. In no event need the Corporation pay or reimburse a registered holder for any income tax or ad valorem tax payable by the holder because of the issuance of Common Stock on conversion of Preferred Stock.

"(i) **No Reissuance of Preferred Stock.** Shares of Preferred Stock converted pursuant to this Section 3 will be canceled by the Corporation.

"(j) **Certain Issues of Common Stock Excepted.** Notwithstanding the foregoing provisions, the Corporation will not be required to adjust the Series A Conversion Price in the case of the issuance of, in the case of the Common Stock, up to the aggregate of 1,500,000 additional shares of Common Stock, that have been issued or are available for issuance pursuant to options, to the persons to be engaged in the future as the Corporation's officers, directors, employees or agents, adjusted (appropriately adjusted for stock splits, stock dividends, share combinations, and the like.

"(k) No Reissuance of Series A Preferred Stock. Shares of Series A Preferred Stock converted pursuant to this Section 3 will be canceled by the Corporation.

"(l) No Conversion of Series A Preferred Stock Being Redeemed. Notwithstanding this Section 3, no share of Series A Preferred Stock for which the holder has given a notice to elect to treat an event as a Liquidation Event pursuant to Section 2 may be converted into Common Stock, unless the holder effectively withdraws the election notice and nullifies the Liquidation Event election.

"(m) Adjustments for Merger, Consolidation, etc. In the case of any classification, reclassification, or other reorganization of the Corporation's capital stock, or in the case of the merger or consolidation of the Corporation with or into another corporation, or the conveyance to another corporation of all or any major portion of the Corporation's assets, then, as part of the classification, reclassification, merger, consolidation, or conveyance, adequate provision shall be made for each holder of Series A Preferred Stock, on exercise of its conversion privilege, to receive on the same basis and conditions set forth in this Section 3 with respect to the Common Stock, the stock, securities, or other property that the holder would have been entitled to receive on such classification, reclassification, merger, consolidation, or conveyance, if the holder had exercised the conversion privilege immediately before the classification, reclassification, merger, consolidation, or conveyance, and in any such case appropriate provision will be made with respect to the rights and interests of the holder to the end that the provisions of this Section 3 (including without limitation, provision for adjustment of the Series A Conversion Price) will be applicable to the shares of stock, securities, or other property deliverable on the exercise of the conversion privilege; and, as a condition of any consolidation, merger, or conveyance, any corporation that succeeds to the Corporation by reason of the merger, consolidation or conveyance shall assume the obligation to deliver, on exercise of the conversion privilege, the shares of stock, securities or other considerations that the holders of the Series A Preferred Stock are entitled to receive pursuant to this Section 3.

"4. Voting. In addition to its voting rights specially provided for in these articles or granted by applicable law, each holder of Series A Preferred Stock will be entitled to voting rights with respect to all matters on which holders of Common Stock have the right to vote. Each holder of Series A Preferred Stock may vote that number of votes equal to the number of whole shares of Common Stock into which the holder's shares of Series A Preferred Stock would be convertible pursuant to the provisions of Section 3 as of the record date for the determination of shareholders entitled to vote on the matter. Each holder's votes will be counted together with all other shares of capital stock having general voting powers and not separately as a class, except as otherwise provided in these articles or by applicable law. In cases in which the holders of shares of Series A Preferred Stock are entitled to approve a matter or vote separately as a class, each holder will be entitled to one vote for each of its shares and the vote of a majority of the outstanding shares of Series A Preferred Stock will constitute the action of that class.

"5. Authorization of Additional Classes of Shares. So long as shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the prior written consent of

holders of a majority of the then outstanding shares of Series A Preferred Stock, authorize the creation of a new class of shares having dividend rights or liquidation preferences equal or superior to the Series A Preferred Stock, or improve the dividend rights or liquidation preferences of the Junior Securities such that they become equal or superior to the Series A Preferred Stock.

"6. **Reissuance of Shares.** Any shares of Series A Preferred Stock redeemed or otherwise reacquired by the Corporation will be canceled and not available for further issuance.

"7. **Definition.** As used in this Article, the term "cash" means immediately available funds constituting legal tender of the United States of America."

THIRD: The Corporation deletes in its entirety the existing Article 8-Sub-Chapter S Corporation of its Articles of Incorporation.

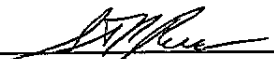
FOURTH: The Corporation adopts the following as new Article 17-Amendment of its Articles of Incorporation:

"ARTICLE 17 - Amendment

"So long as any shares of the Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of holders of a majority of the Series A Preferred Stock voting together as a separate class, in addition to any other vote, consent, or approval required by law or otherwise, amend the Corporation's Articles of Incorporation or Bylaws in any manner which adversely affects the relative rights and preferences of the Series A Preferred Stock or changes any of the rights, preferences, or interests of the Series A Preferred Stock."

The Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed and attested by its authorized officer as of this 19 day of July, 2000.

SYNERGISTIC FRAMEWORKS, INC.

By: 
Steven P. Beaver, President

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