

P98000041417



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810198 5011226

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 122.50

ORDER DATE : May 7, 1998

ORDER TIME : 9:50 AM

ORDER NO. : 810198-005

200002514992--1

CUSTOMER NO: 5011226

CUSTOMER: Ms. Carrie L. Ramos  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: NEW GLOBAL EDGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -7 PM 12:44

RECEIVED  
98 MAY -7 AM 10:40  
CORPORATION

**ARTICLES OF INCORPORATION  
OF  
NEW GLOBAL EDGE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Article 1. Name.

The name of the corporation is NEW GLOBAL EDGE, INC.

Article 2. Duration.

The duration of the corporation is perpetual.

Article 3. Purpose.

The general purpose of the corporation is to transact any and all lawful business permitted under the laws of the State of Florida.

Article 4. Capital Stock.

a. Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 10,000,000, with par value of \$0.01 per share. Of the authorized shares of common stock, 5,000,000 shares are hereby designated Non-Voting Common Stock, so that the holders of such common stock shall not have the right to participate in any vote. Of the authorized shares of common stock, 5,000,000 shares are hereby designated Voting Common Stock, such that the holders of such common stock, together with the holders of the Preferred Shares entitled to vote, have unlimited voting rights.

b. Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 1,000,000, with par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 200,000 shares are hereby designated "Series A Convertible Preferred Stock," with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article 4. The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any other series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such

series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock, (the "Series A Preferred Stock") are as follows:

i. Dividends; Antidilution.

(1) Dividends. The holders of the outstanding Series A Preferred Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the common stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the common stock, and shall be payable only when and if declared by the Board of Directors.

(2) Antidilution. If, whenever shares of Preferred Stock, which are convertible into shares of common stock, are outstanding, the Corporation increases the number of shares of common stock outstanding in connection with a dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall combine its common stock into a smaller number of shares of common stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Preferred Stock convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

ii. Voting Rights.

(1) Generally. Except as otherwise expressly provided herein or as required by law, the holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Voting Common Stock into which such shares of Series A Preferred Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Voting Common Stock (except as required by law, voting together with the Voting Common Stock, as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above calculation (after aggregating all shares of Voting Common Stock into which the shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(2) Election of Directors. The authorized number of members of the Board of Directors of the Corporation shall be as set forth in the Bylaws of the Corporation. A majority of the holders of the Series A Preferred Stock then issued and outstanding shall have the right to elect one member of the Board of Directors at each election of directors. All other directors shall be elected by a majority vote of

the holders of the then issued and outstanding Voting Common Stock and Preferred Stock, voting together as one class.

(3) Removal of Directors; Vacancies. Any director who shall have been elected as specified in Section 4(b)(2)(ii) may be removed during such director's term of office, either with or without cause, by, and only by, the affirmative vote of the holders of a majority of the shares of such specified group, given at a meeting of such shareholders duly called or by an action by written consent for such purpose and any such vacancy thereby created may be filled by the vote of the holders of a majority of the shares of such specified group represented at such meeting or in such consent.

(4) Quorum. Except as otherwise required by law, for the purpose of electing directors under Section 4(b)(2)(ii), the presence in person or by proxy at a meeting of shareholders of the holders of a majority of the shares of a group specified shall constitute a quorum for the purpose of electing that number of members of the Board of Directors which the shareholders in such group are entitled to elect pursuant to Section 4(b)(2)(ii).

iii. Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows:

(1) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Voting Common Stock, subject to the proportionate adjustments set forth in Article 4(b)(i)(2).

(2) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of Voting Common Stock, subject to the proportionate adjustments set forth in Article 4(b)(i)(2), immediately upon the closing of the sale of the Corporation's common stock in a firm commitment, underwritten public offering of common stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

#### Article 5. Agent.

The registered agent and street address of the registered agent in the State of Florida is: Edward R. Comer, 5850 T.G. Lee Boulevard, Suite 650, Orlando Florida 32822.

#### Article 6. Principal Office.

The principal office of the corporation in the State of Florida is: 5850 T.G. Lee Boulevard, Suite 650, Orlando, Florida 32822.

Article 7. Incorporator.

The name and address of the person signing these Articles is: Edward R. Comer, 5850 T.G. Lee Boulevard, Suite 650, Orlando Florida 32822.

In Witness Whereof, the undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of May, 1998.

  
Edward R. Comer

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of New Global Edge, Inc., I hereby accept and agree to act in this capacity.

  
Edward R. Comer

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