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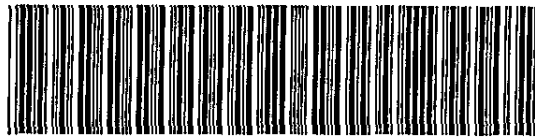
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Amendment  
3/3/04  
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# BRUNINI

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*Of Counsel*

February 24, 2004

## VIA FEDERAL EXPRESS

Florida Department of State  
Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Adara Networks, Inc.

Dear Sir or Madam:

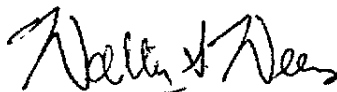
I am enclosing for filing in the records of your office an original plus one copy of Articles of Amendment to Restated Articles of Incorporation of Adara Networks, Inc. For your information, Adara Networks, Inc., was originally incorporated as Online Video Network, Inc., and its name was recently changed by filing Articles of Amendment with your office.

Please file the original, and return to me a certified copy of this filed document in the enclosed stamped, self-addressed envelope. I am also enclosing our firm's check in the amount of \$43.75 covering the \$35 filing fee and \$8.75 certified copy fee.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Brunini, Grantham, Grower & Hewes, PLLC



Walter S. Weems

WSW/vmp  
Enclosures

**ARTICLES OF AMENDMENT TO  
RESTATED ARTICLES OF INCORPORATION OF  
ADARA NETWORKS, INC.**

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- First: The name of the Corporation is Adara Networks, Inc.
- Second: Article 7 of the Restated Articles of Incorporation of the Corporation is hereby amended to add the provision set forth in Exhibit "A" attached hereto, which is incorporated herein by this reference, immediately after those provisions related to the Series A Preferred Stock added by Articles of Amendment dated March 19, 2002, filed March 20, 2002, as amended by Articles of Amendment dated July 29, 2003, filed July 30, 2003.
- Third: The amendment set forth in Paragraph Second above was adopted January 30, 2004.
- Fourth: The amendment set forth in Paragraph Second above was approved by unanimous written consent of the Board of Directors of the Corporation effective January 30, 2004, without shareholder action and shareholder action was not required.

In witness whereof, the undersigned has executed these Articles of Amendment as of the 13 day of February, 2004, and does hereby certify that the facts stated in these Articles of Amendment are true and correct.

**ADARA NETWORKS, INC.**

By: \_\_\_\_\_

Eric K. Johnson, Chairman and CEO

## EXHIBIT "A"

### Series B Preferred Stock

There shall be a series of Preferred Stock designated "Series B Preferred Stock." The number of shares, powers, privileges, preferences and relative, participating, optional and other rights of the Series B Preferred Stock, and the qualifications, limitations and restrictions thereon, shall be as follows:

1. Designation of Amount; Ranking. The number of shares constituting the Series B Preferred Stock shall be Ten Million (10,000,000) shares. The Series B Preferred Stock shall rank senior to the Common Stock of the Corporation and, to the extent authorized by law and these Articles of Incorporation, *pari passu* with other series of Preferred Stock, including, without limitation, the Series A Preferred Stock.

2. Dividend Rights. In each calendar year, the holders of the then outstanding Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any funds and assets of the Corporation legally available therefor, noncumulative dividends, prior and in preference to the payment of any dividends on the Common Stock in such calendar year (other than a stock dividend declared and paid on the Common Stock that is payable in shares of Common Stock). No dividends (other than a stock dividend declared and paid on the Common Stock that is payable in shares of Common Stock) shall be paid in respect of the Common Stock during any calendar year unless dividends shall have first been paid or declared and set apart for payment to the holders of the Series B Preferred Stock during that calendar year in at least an amount per share of Series B Preferred Stock determined by multiplying the (a) dividend to be paid on one share of Common Stock by (b) the number of shares of Common Stock then issuable upon conversion of each share of Series B Preferred Stock pursuant to Section 6.

3. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock and, to the extent authorized by law and these Articles of Incorporation, *pari passu* with any liquidation preference applicable to any other series of Preferred Stock, an amount equal to the Original Issue Price plus all declared but unpaid dividends on the Series B Preferred Stock (the "Series B Liquidation Preference"). The Original Issue Price of the Series B Preferred Stock shall be One Dollar (\$1.00) per share. Any remaining assets will be distributed ratably to the holders of the Common Stock. If, upon any such liquidation, dissolution or winding up, the assets of the Corporation are insufficient to make payment in full to all holders of the Series B Preferred Stock of the Series B Liquidation Preference and any liquidation preference applicable to any other series of Preferred Stock which remains *pari passu* with the Series B Preferred Stock, then such assets shall be distributed among the holders of the Series B Preferred Stock and any such other series of Preferred Stock at the time outstanding ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Consolidation, merger, or reorganization of the Corporation with any other corporation or entity shall not be considered a liquidation, dissolution, or winding up of the

Corporation within the meaning of these provisions. The Series B Liquidation Preference shall not be added to the Corporation's liabilities pursuant to Section 607.06401(3)(b) of the Business Corporation Act of the state of Florida in determining the legality of a distribution by purchase, redemption, or other acquisition of shares of the Corporation's Common Stock.

4. Voting Rights.

(a) Except as otherwise expressly provided herein or as required by law, the Series B Preferred Stock shall vote together with the Series A Preferred Stock and the Common Stock as a single class. The holder of each share of Series B Preferred Stock shall be entitled to that number of votes equal to the number of shares of Common Stock into which such shares held thereby could then be converted and shall be entitled to notice of all shareholders' meetings in accordance with the Bylaws of the Corporation.

(b) In addition to any other vote or consent required herein or by law, so long as at least fifty thousand (50,000) shares of the Series B Preferred Stock remain outstanding, the vote or written consent of the holders of a majority of the outstanding Series B Preferred Stock shall be necessary for effecting or validating the following actions:

(i) Any amendment, alteration or repeal of any provision of the Articles of Incorporation or the Bylaws of the Corporation which materially and adversely alters or changes the rights, preferences or privileges of the Series B Preferred Stock; or

(ii) Any increase in the total number of authorized shares of the Series B Preferred Stock.

5. No Reissuance of Series B Preferred Stock. No share or shares of Series B Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

6. Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Optional Conversion. Any shares of the Series B Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of the Series B Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the "Series B Conversion Rate" then in effect (determined as provided in Section 6(b)) by the number of shares of the Series B Preferred Stock being converted.

(b) Series B Conversion Rate. The conversion rate in effect at any time for conversion of the Series B Preferred Stock (the "Series B Conversion Rate") shall be the quotient obtained by dividing the Original Issue Price of the Series B Preferred Stock plus any declared and unpaid dividends thereon, by the "Series B Conversion Price," calculated as

provided in this Section 6. The Original Issue Price of the Series B Preferred Stock shall be One Dollar (\$1.00) per share.

(c) Conversion Price. The conversion price for the Series B Preferred Stock shall initially be the Original Issue Price of the Series B Preferred Stock (the "Series B Conversion Price"). Such initial Series B Conversion Price shall be adjusted from time to time in accordance with this Section 6. All references to the Series B Conversion Price herein shall mean the Series B Conversion Price as so adjusted.

(d) Mechanics of Conversion. Each holder of the Series B Preferred Stock desiring to convert such Series B Preferred Stock into shares of Common Stock pursuant to this Section 6 shall surrender the certificate or certificates evidencing such Series B Preferred Stock, duly endorsed, at the office of the Corporation or any transfer agent for the Series B Preferred Stock designated by the Corporation and shall provide written notice to the Corporation at such office that such holder elects to convert such Series B Preferred Stock. Such notice shall state the number of shares of the Series B Preferred Stock being converted. The Corporation shall, thereupon, promptly issue and deliver at such office to such holder a certificate or certificates evidencing the number of shares of Common Stock to which such holder is entitled and the Corporation shall promptly pay in cash or, at the option of the Corporation, Common Stock (at the Common Stock's fair market value determined by the Board of Directors as of the date of such conversion), or, at the option of the Corporation, both, all declared and unpaid dividends on the shares of Series B Preferred Stock being converted, to and including the date of such conversion. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates evidencing the shares of the Series B Preferred Stock to be converted, and the holder entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(e) Adjustment for Stock Splits and Combinations. In the event that the Corporation shall at any time or from time to time after the date that the first share of Series B Preferred Stock is issued (the "Original Issue Date") effect a subdivision of the outstanding Common Stock, the Series B Conversion Price in effect immediately prior to such subdivision shall be proportionately decreased. Conversely, if the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares, the Series B Conversion Price in effect immediately prior to such combination shall be proportionately increased. Any adjustment under this Section 6(e) shall become effective at the close of business on the date the subdivision or combination, as the case may be, becomes effective.

(f) Adjustment for Common Stock Dividends and Distributions. In the event that the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, the Series B Conversion Price that is then in effect shall be decreased as of the time of such dividend or other distribution or, in the event such record date is fixed, as of the close of business on such record

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date, by multiplying the Series B Conversion Price then in effect by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such dividend or other distribution or the close of business on such record date, and (2) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such dividend or other distribution or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefore, the Series B Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series B Conversion Price shall be adjusted pursuant to this Section 6(f) to reflect the actual payment of such dividend or distribution, if any.

(g) Adjustments for Other Dividends and Distributions. In the event that the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, provision shall be made so that the holders of the Series B Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable upon such conversion, the amount of such other securities of the Corporation which such holders would have received had their Series B Preferred Stock been converted into Common Stock on the date of such event and had such holders thereafter, during the period from the date of such event to and including the date of such conversion, retained such securities receivable thereby, subject to all other adjustments called for during such period under this Section 6 with respect to the rights of the holders of the Series B Preferred Stock or the rights of holders of such other securities under the terms thereof.

(h) Adjustment for Reclassification, Exchange and Substitution. In the event that at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Series B Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 6, each holder of Series B Preferred Stock shall have the right thereafter to convert such Series B Preferred Stock into the kind and amount of stock receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such shares of Series B Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other stock.

(i) Reorganizations, Mergers, Consolidations or Sales of Assets. In the event that, at any time or from time to time after the Original Issue Date, there is a capital reorganization (including a merger, consolidation or sale of assets) of the Common Stock (other than a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 6, as a part of such capital reorganization, provision shall be made so that the holders of the Series B Preferred Stock shall thereafter be entitled to

receive upon conversion of the Series B Preferred Stock the number of shares of stock or other securities or property of the Corporation receivable upon such capital reorganization or other change by holders of the maximum number of shares of Common Stock into which such shares of Series B Preferred Stock could have been converted immediately prior to such capital reorganization, subject to adjustment in respect of such stock, securities or property by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6 with respect to the rights of the holders of the Series B Preferred Stock after the capital reorganization to the end that the provisions of this Section 6 (including adjustment of the Series B Conversion Price then in effect and the number of shares issuable upon conversion of the Series B Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(j) Notices of Record Date. Upon any taking by the Corporation of a record of the holders of any class of securities for the purposes of (i) determining the holders that are entitled to receive any dividend or other distribution, or (ii) determining the holders that are entitled to exchange their securities pursuant to any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation or other entity, or any transfer of all or substantially all of the assets of the Corporation to any other person or entity, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of the Series B Preferred Stock at least twenty (20) days prior to the record date specified therein a notice specifying (1) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, or (2)(a) the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (b) the date, if any, that is to be fixed as to when the holder of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock or other securities for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation or winding up.

(k) Automatic Conversion.

(i) Each share of the Series B Preferred Stock shall automatically be converted into shares of Common Stock, based on the then-effective Series B Conversion Price, immediately upon the closing of (a) a firm underwriting 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 in which (i) the per share price is at least \$5.00 (as adjusted for stock splits, recapitalizations and the like), and (ii) the gross cash proceeds to the Corporation (before underwriting discounts, commissions and fees) are at least \$15,000,000; or (b) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of the Series B Preferred Stock.

(ii) Upon the occurrence of either of the events described in (a) or (b) of paragraph (i) above, the outstanding shares of the Series B Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the



certificates evidencing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue to any holder of Series B Preferred Stock certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series B Preferred Stock are either delivered to the Corporation or its transfer agent as provided herein or the holder of such shares of Series B Preferred Stock 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 by the Corporation in connection with such certificates. Upon the occurrence of such automatic conversion of the Series B Preferred Stock, the holders of the shares of Series B Preferred Stock shall surrender the certificates evidencing such shares at the office of the Corporation or any transfer agent for the Series B Preferred Stock designated by the Corporation. There shall, thereupon, be issued and delivered to each such holder promptly at such office and in each such holder's name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of the Series B Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred, and the Corporation shall promptly pay in cash or, at the option of the Corporation, Common Stock (at the Common Stock's fair market value determined by the Board of Directors as of the date of such conversion), or, at the option of the Corporation, both, all declared and unpaid dividends on the shares of Series B Preferred Stock being converted, to and including the date of such conversion.

(l) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether such conversion would result in the issuance of any fractional share. If, after such aggregation, the conversion of the Series B 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.

(m) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purposes of effecting the conversion of the shares of the Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of the Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase the authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(n) Notices. Any notice required by the provisions of this Section 6 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified; (ii) when sent by confirmed telex or facsimile; (iii) five (5) days after having been sent

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by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier for next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record of the Series B Preferred Stock at the address of such holder appearing on the books of the Corporation.

(o) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issuance or delivery of shares of Common Stock upon conversion of shares of the Series B Preferred Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of the Series B Preferred Stock so converted were registered.

(p) No Dilution or Impairment. The Corporation shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issuance or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation.