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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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BASIC AMENDMENT

LASAS TECHNOLOGIES, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 29, 2001

LASAS TECHNOLOGIES, INC.
2300 MAITLAND CENTER PKWY #317
MAITLAND, FL 32751

SUBJECT: LASAS TECHNOLOGIES, INC.
REF: P98000070630

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The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 20, 2001

LASAS TECHNOLOGIES, INC.
2300 MAITLAND CENTER PKWY #317
MAITLAND, FL 32751

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000011431
Letter Number: 501A00010700

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LASAS TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Corporate Name. The name of the Corporation is "LASAS Technologies, Inc."

SECOND: Registered Office. The location, post office address and phone number of the registered office of the corporation in this State is 2300 Maitland Center Parkway, Suite 317, Maitland, FL 32751, (407)838-1003.

THIRD: Registered Agent. The name and Florida street address of the registered agent are: Daniel G. Williams, Esq.; 2300 Maitland Center Parkway, Maitland, FL 32751.

FOURTH: Corporate Purpose. The purpose or purposes for which the Corporation is incorporated under the Florida Business Corporation Act of the State of Florida are to engage in, and to do any lawful act concerning, any or all lawful businesses for which corporations may be incorporated under said Business Corporation Act.

FIFTH: Corporate Existence. The term of existence of the Corporation is perpetual.

SIXTH: Capital Stock.

(A) *Classes of Stock.* The aggregate number of shares which the Corporation shall have authority to issue is 25,000,000 shares, divided into 20,000,000 shares of Common Stock, par value \$.01 per share, and 5,000,000 shares of Series Preferred Stock, par value \$.01 per share.

(B) *Rights, Preferences, and Restrictions of Series Preferred Stock.* The Series Preferred Stock authorized by these Articles may be issued from time to time in one or more series. The Board of Directors of the Corporation shall have the full authority permitted by law to establish one or more series and the number of shares constituting each such series and to fix by resolution full, limited, multiple, or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights of any series of the Series Preferred Stock that may be desired. Excluding the Series A Preferred Stock referred to hereinafter and subject to the limitation on the total number of shares of Series Preferred Stock which the Corporation has authority to issue hereunder, the Board of Directors is also authorized to increase or decrease the number of shares of any series, subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(C) *Designation of Series A Convertible Preferred Stock.* There is hereby established a series of the Series Preferred Stock designated as "Series A Convertible Preferred Stock" (herein referred to as "Series A Preferred Stock"), consisting of 2,300,000 shares having

a stated value per share equal to \$.22, and having the relative rights designations, preferences, qualifications, privileges, limitations, and restrictions applicable thereto as follows:

1. *Liquidation Preference*

- (a) In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the Holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the Holders of the Common Stock by reason of their ownership thereof, an amount per share equal to \$22 for each outstanding share of Series A Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among the Holders of the Series A Preferred Stock shall be insufficient to permit the payment to such Holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the Holders of the Series A Preferred Stock in proportion to the amount of such Stock owned by each such Holder.
- (b) After the distribution described in Subsection (a) has been paid, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the Holders of Common Stock pro rata based on the number of shares of Common Stock held by each such Holder. Holders of the Series A Preferred Stock may elect to convert their shares into Common Stock and participate ratably as Holders of Common Stock rather than receive liquidation preference as Holders of Series A Preferred Stock.
- (c) A consolidation or merger of this Corporation with or into any other corporation or corporations, or a sale, conveyance, or disposition of all or substantially all of the assets of this Corporation or the effectuation by the Corporation of a transaction or a series of related transactions in which more than 50 percent of the voting power of the Corporation is disposed of, shall be deemed a liquidation, dissolution, or winding up within the meaning of this Section, if the Holders of at least 60 percent of the outstanding Series A Preferred Stock elect to have such transaction treated as a liquidation.

2. *Conversion.* The Holders of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- (a) *Conversion Rights and Automatic Conversion.* The Series A Convertible Preferred shares are convertible into shares of the Company's Common Stock, on a one-for-one basis (subject to adjustment in certain events), or at the election of the holder at any time and are automatically converted, without further act of the Company or the holders of the Series A Convertible Preferred Shares, upon (i) the consummation of an IPO, or (ii) a sale of all or substantially all of the Common Stock or assets of the Company (a "Sale" and together with an IPO, each sometimes referred to as an "Automatic

Conversion Event"). The conversion rate will be subject to adjustment from time to time in the event of certain stock dividends, a reclassification resulting in a stock split-up, combination or exchange of the Common Stock, or a capital reorganization of the Company.

- (b) *Mechanics of the Conversion.* Before any Holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefore, duly endorsed, at the office of the corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by mail, postage prepaid, to the corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such Holder of Series A Preferred Stock, or to the nominee or nominees of such Holder, a certificate or certificates for the number of whole shares of Common Stock to which such Holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record Holder or Holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any Holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.
- (c) *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 purpose of effecting the conversion of the shares of the Series A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock; and 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 A Preferred Stock, in addition to other such remedies as shall be available to the Holder of such Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number or to such number of shares as shall be sufficient for such purposes.

(d) *Notices.* Any notice required by the provisions of this Section 2 to be given to the Holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each Holder of record at this address appearing on the books of the Corporation.

3. *Voting Rights.* The Holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such Holder shall have full voting rights and powers equal to the voting rights and powers of the Holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with the Holders of Common Stock, with respect to any question upon which the Holders of Common Stock have the right to vote.

4. *Non-Cumulative Dividends.* When, as and if declared by our Board of Directors, the Corporation may pay non-cumulative dividends to Holders of the Series A Preferred Stock. **The Corporation is not required, however, to pay such dividends to the Holders of Series A Preferred Stock, nor will a dividend or distribution be declared without the unanimous consent of the Board of Directors.** The Corporation may pay dividends declared in cash or, at the Corporation's sole option or discretion, in common stock.

5. *Status of Converted Stock.* In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 2 hereof, the shares so converted shall be cancelled and shall not be reissuable by the Corporation, and the Articles of this Corporation shall be appropriately amended to affect the corresponding reduction in the corporation's authorized capital stock.

6. *Redemption Rights.* If there is no Automatic Conversion Event on or before September 25, 2003, then, at any time after September 25, 2003, the Corporation may (unless otherwise prevented by law), at the Corporation's sole discretion, redeem from the Holders of the Series A Preferred Stock all of their shares at a redemption price of \$.22 per share, plus accrued and unpaid dividends thereon, if any, to and including the date of redemption, in whole or in part from time to time. The Holder of the Series A Preferred Stock may, of course, elect to convert his Series A Preferred Stock into shares of Common Stock prior to such redemption.

7. *Anti-Dilution Rights.* Anti-dilution protection will be provided in certain situations. If there is any issuance of the Company's Common Stock other than Excluded Stock (as defined below), at a per share price which is less (and only if less) than \$0.22 per share, the conversion ratio and conversion price for the Series A Preferred Shares will be adjusted on a weighted average basis of outstanding shares of common stock issued at such lower price. With regard to the Series A

Preferred Shares, there shall also be proportional adjustments for stock splits, dividends, recapitalizations, mergers and consolidations. "Excluded Stock" shall include Common Stock issued or reserved for issuance as a Common Stock dividend, or upon a stock split, subdivision or upon conversion of Series A Preferred Shares or for common equity issuances to employees, directors and consultants pursuant to our 2000 Incentive Compensation Plan or other Board approved issuances to such persons, or for stock or securities issued in conjunction with bank or equipment financing or other suppliers of goods or services to the Company (subject to approval of the Board of Directors for any issuance of stock for such financing), or for stock or securities issued in connection with, and to, the Company's strategic partners, other entities with whom the Company forms strategic alliances or other form of strategic business relationships (subject to approval of the Board of Directors for any such issuance of stock).

(D) *Common Stock*

1. *Liquidation Rights.* Subject to the prior rights of Holders of all classes of stock at the time outstanding having prior rights as to liquidation, upon the liquidation, dissolution, or winding up of the corporation, the assets of the corporation shall be distributed to the Holders of the Common Stock.

2. *Voting Rights.* The Holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote upon such other matters and in such manner as may be provided by law.

3. *Dividend Rights.* Subject to the prior rights of Holders of all classes of stock at the time outstanding having prior rights as to dividends, the Holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

4. *Redemption Rights.* The Common Stock is not redeemable.

SEVENTH: Bylaws. The Board of Directors shall have the power, in addition to the shareholders, to make, alter, or repeal the bylaws of the Corporation.

EIGHTH: No Cumulative Voting. The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the corporation.

NINTH: Action by Written Consent. Any action which may be taken at a meeting of shareholders or of a class of shareholders may be taken without a meeting if a consent or consents in writing to such action, setting forth the action so taken, shall be signed by shareholders entitled to cast a majority (or such larger percentage as may at the time of

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LASAS

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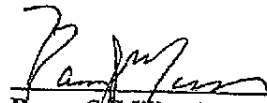
such action be required by statute for the taking of action by shareholders without a meeting) of the votes which all such shareholders are entitled to cast thereon.

TENTH: *Reservation of Right to Amend.* The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

ELEVENTH: *Adoption of Amended and Restated Articles of Incorporation.* The Amended and Restated Articles of Incorporation were approved by the Shareholders in a meeting held on September 15, 2000. The number of votes cast to adopt the Amended and Restated Articles of Incorporation were sufficient for approval.

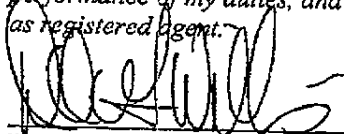
Signed this 26th day of January 2001.

Signature:



Barry S. Miller, President and Co-Chief Executive Officer
LASAS Technologies, Inc.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Daniel G. Williams, Esq.
Registered Agent

1/26/01

Date