

Division of Corporations

P98000071212

Florida Department of State  
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## BASIC AMENDMENT

PUBLIC ACCESS TECHNOLOGY.COM, INC.

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00 AUG 17 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amendment

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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

August 17, 2000

PUBLIC ACCESS TECHNOLOGY.COM, INC.  
708 GRANDVIEW AVENUE  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: PUBLIC ACCESS TECHNOLOGY.COM, INC.  
REF: P98000071212

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000043353  
Letter Number: 100A00044341

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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PUBLIC ACCESS TECHNOLOGY.COM, INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted:

**ADD TO ARTICLE IV: CAPITAL STOCK** the following:

The holders of the Class A Convertible Preferred Stock ("Class A Preferred Stock") and the holders of the Class B Convertible Preferred Stock ("Class B Preferred Stock") have the same rights and preferences, and stand, *pari passu*, behind the holders of the Class C Convertible Redeemable Preferred Stock ("Class C Preferred Stock"), but ahead of the holders of the Common Stock of the corporation.

Class A and Class B shall have individual rights and preferences as follows:

Class A Preferred Stock and Class B Preferred Stock have liquidation preferences and conversions rights as follows. First, in the event of any liquidation, dissolution or winding up of the corporation, either voluntary or involuntary, the holders of the Class A and Class B Preferred Stock shall be entitled to receive, after distribution to the holders of the Class C Preferred Stock, a distribution of the assets of the corporation in payment of their liquidation preference, prior to any distribution of any assets of the corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of One Dollar (\$1.00) for each outstanding share of Class A or Class B Preferred Stock, and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding share of Class A or Class B Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among holders of the Class A and Class B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then all assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of Class A and Class B Preferred Stock, in proportion to the amount of such Class A or Class B Preferred Stock owned by each such holder.

Second, the holders of the Class A and Class B Preferred Stock have the right to convert their shares of Class A and Class B Preferred Stock, at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock of the corporation at the rate of one (1) share of Common Stock for each share of Class A or Class B Preferred Stock so converted ("Class A/Class B Conversion Rate"), subject to certain adjustments. No fractional shares shall be issued upon conversion of the Class A or Class B Preferred Stock. The corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the

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purpose of effecting the conversion of the shares of the Class A and Class B Preferred Stock or 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 of shares as shall be sufficient for conversion.

Third, each share of the Class A and Class B Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class A and Class B Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

**Class C Preferred Stock:**

The Class C Preferred Stock has liquidation preferences, conversion rights and redemption rights as follows:

First, in the event of any liquidation, dissolution or winding up of the corporation, either voluntary or involuntary, the holders of the Class C Preferred Stock shall be entitled to receive a distribution of the assets of the corporation in payment of their liquidation preference, prior to any distribution of any of the assets of the corporation to the holders of the Class A Preferred Stock or Class B Preferred Stock *pari passu*; or to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of Two Dollars (\$2.00) for each outstanding share of Class C Preferred Stock and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding Class C Preferred Stock. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Class C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then all assets and funds of the corporation legally available for distribution shall be distributed ratably among the holders of Class C Preferred Stock, in proportion to the amount of such Class C Preferred Stock owned by each such holder. The corporation shall give each holder of record of the Class C Preferred Stock written notice of such impending transaction.

Second, the holders of the Class C Preferred Stock shall have the right to convert their shares of Class C Preferred Stock at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock at the rate of one (1) share of Common Stock for each share of Class C Preferred Stock so converted (the "Class C Conversion Rate"), subject to certain adjustments. Immediately upon the consummation of the corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement, all the shares of Class C Preferred Stock shall automatically be converted into shares of Common Stock at the Class C Conversion Rate. If the conversion is in connection with an underwritten offer of registered securities, the corporation may be deemed to have converted such Class C Preferred Stock immediately prior to the closing of such sale of securities. No fractional shares will be issued upon conversion of the Class C Preferred Stock. The corporation will mail to each holder of Class C Preferred Stock a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend distribution or right. The corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class C Preferred Stock or the

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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 of shares as shall be sufficient for conversion.

Third, each share of the Class C Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class C Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

Fourth, each holder of Class C Preferred Stock shall be entitled to redeem each share thereof for one and one-half (1½) shares of the corporation's Common Stock if, within a period of twenty-four (24) months from the date of the initial issuance of the Class C Preferred Stock, the corporation has not either consummated an initial public offering or obtained an infusion of equity capital in an amount not less than Three Million Dollars (\$3,000,000.00). Anything herein contained to the contrary notwithstanding, to the extent not previously converted or redeemed by the holder thereof, immediately prior to the consummation of an initial public offering by the corporation or a Three Million Dollar (\$3,000,000.00) infusion of equity capital, each share of Class C Preferred Stock shall be converted to one and one-half (1½) shares (or such other number of shares as such conversion ratio shall have been adjusted to provide for) of the corporation's Common Stock, without any further action or payment by the holders thereof. The Class C Conversion Rate and redemption rate as described above shall be adjusted in certain circumstances (i.e. in the event of forward or reverse stock splits, stock dividends and the like).

Three Million Five Hundred Thousand (3,500,000) Shares are hereby designated as Class A Preferred Stock. Two Hundred Thousand (200,000) Shares are hereby designated as Class B Preferred Stock. Three Million (3,000,000) Shares are hereby designated as Class C Preferred Stock.

**SECOND:** The date of the Amendment's adoption: August 17, 2000.

**THIRD:** The amendments were adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

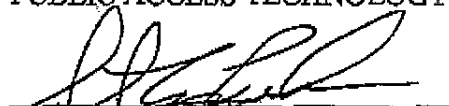
Signed this 17<sup>th</sup> day of August, 2000.

Attest:

By: Steven A. Burhoe  
Its: Secretary

By: Mark L. Ornstein  
Director

PUBLIC ACCESS TECHNOLOGY.COM, INC.

By:   
Its: Steven A. Burhoe  
CIO, VP Admin

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