

Division of Corporations

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Florida Department of State

Division of Corporations

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIZPROLINK.COM, INC.**

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The directors and shareholders of BIZPROLINK.COM, INC., a Florida corporation (the "Corporation") have duly adopted the following Second Amended and Restated Articles of Incorporation on November 10, 2000 pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act:

WHEREAS, the Corporation was incorporated on September 1, 1998 as Hiplink.Com, Inc., a Florida corporation.

WHEREAS, the Corporation filed an amendment to its Articles of Incorporation on October 28, 1998 changing the corporate name from Hiplink.Com, Inc. to Bizprolink.Com, Inc.

WHEREAS, the Corporation filed an amendment on January 24, 2000 amending and restating its Articles of Incorporation to designate its Series A Preferred Stock, which Amendment was approved and adopted by its shareholders on January 10, 2000.

WHEREAS, these Second Amended and Restated Articles of Incorporation were approved and adopted by the unanimous written consent of the Corporation's shareholders and directors on November 10, 2000.

ARTICLE I.

The name and address of the Corporation shall be BIZPROLINK.COM, INC., 2101 W. Commercial Blvd., Suite 4500, Fort Lauderdale, Florida 33309.

ARTICLE II.

This Corporation shall have perpetual existence.

ARTICLE III.

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended, and to engage in any trade or business which, in the opinion of the Board of Directors for the Corporation, can be advantageously carried on in connection with the foregoing business.

2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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3. To carry out any business, occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, as amended, it being the intention that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

ARTICLE IV.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Thirty Million (30,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock with a par value of \$.001 per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

Section A. Classes of Stock.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which is redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating the same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of

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Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

Section B. Series A and B Preferred Stock.

1. Designation. There shall be a series of Preferred Stock designated as "Series A Convertible Participating Preferred Stock" (the "Series A Preferred Stock"). The number of shares initially constituting such series shall be 5,000,000, which number may be decreased (but not increased) by the Board of Directors without a vote of the shareholders. There shall be a series of Preferred Stock designated as "Series B Convertible Participating Preferred Stock" (the "Series B Preferred Stock"). The number of shares initially constituting such series shall be 2,000,000, which number may be decreased (but not increased) by the Board of Directors without a vote of the shareholders (the Series A Preferred Stock and the Series B Preferred Stock are each a "Series" and collectively referred to herein as the "Series A and B Preferred Stock").

2. Rank. The Series A and B Preferred Stock shall, with respect to dividend and other distribution rights, and rights on liquidation, dissolution and winding up, rank (i) *pari passu* with each other and any class of capital stock or series of Preferred Stock hereafter created which expressly provides that it ranks *pari passu* with the Series A and B Preferred Stock as to dividends, other distributions, liquidation preference and/or otherwise (collectively, the "Parity Securities"), and (ii) senior to the Common Stock and any other class of capital stock or series of Preferred Stock hereafter created which does not expressly provide that it ranks senior to or *pari passu* with the Series A and B Preferred Stock as to dividends, other distributions, liquidation preference and/or otherwise (collectively, the "Junior Securities").

3. Dividends.

(a) In the event that the Corporation shall at any time or from time to time declare, order, pay or make a dividend or other distribution (whether in cash, securities or other property) on its Common Stock, the holders of shares of Series A Preferred Stock or Series B Preferred Stock shall be entitled to receive from the Corporation, with respect to each share of Series A Preferred Stock or Series B Preferred Stock held, a dividend or distribution that is the same dividend or distribution that would be received by a holder of the number of shares of Common Stock into which such share of Series A Preferred Stock or Series B Preferred Stock is convertible pursuant to the provisions of Article IV., Section B., 6. hereof on the record date for such dividend or distribution. Any such dividend or distribution shall be declared, ordered, paid or made on the Series A and B Preferred Stock at the same time such dividend or distribution is declared, ordered, paid or made on the Common Stock.

(b) So long as any shares of Series A Preferred Stock or Series B Preferred Stock shall be outstanding, the Corporation shall not declare or pay or set apart for payment any dividends or make any other distributions on, or make payment on account of the purchase, redemption or other retirement of, any Junior Securities, whether in cash, property or otherwise, (other than dividends or distributions payable in shares of the class or series upon which such dividends or

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distributions are declared or paid), nor shall the Corporation make any distribution on any Junior Securities, nor shall any Junior Securities be purchased or redeemed by the Corporation or any of its Subsidiaries, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Securities, unless with respect to all of the foregoing dividends or other distributions to which the holders of Series A and B Preferred Stock shall have been entitled, pursuant to Article IV., Section B., 3.(a) hereof, shall have been paid or declared and a sum of money has been set apart for the full payment thereof; provided, however, that the Corporation may reacquire "restricted stock" issued pursuant to restricted stock grants to officers, directors or employees of the Corporation or any of its Subsidiaries if neither the Corporation nor any of its Subsidiaries pays any consideration in respect thereof.

(c) In the event that full dividends are not paid or made available to the holders of all outstanding shares of Series A and B Preferred Stock and of any Parity Securities and funds available for payment of dividends shall be insufficient to permit payment in full to holders of all such stock of the full preferential amounts to which they are then entitled, then the entire amount available for payment of dividends shall be distributed ratably among all such holders of Series A and B Preferred Stock and of any Parity Securities in proportion to the full amount to which they would otherwise be respectively entitled.

4. Preference on Liquidation.

(a) In the event that the Corporation shall be liquidated, dissolved or wound up, whether voluntarily or involuntarily, no distribution shall be made to the holders of shares of Common Stock or other Junior Securities (and no monies shall be set apart for such purpose) unless prior thereto, the holders of shares of Series A and B Preferred Stock shall have received an amount per share equal to the sum of (i) the Stated Value as applicable to each Series of Preferred Stock according to the definition contained in Article IV., Section B., 8 below, plus (ii) all declared, accrued but unpaid dividends thereon through the date of such distribution (the sum of (i) and (ii) above is herein referred to as the "Series A and B Liquidation Preference").

(b) If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the assets of the Corporation shall be insufficient to permit the payment in full of the Series A and B Liquidation Preference for each share of Series A and B Preferred Stock then outstanding and the full liquidating payments on all Parity Securities, then the assets of the Corporation remaining after the distribution to holders of any Senior Securities of the full amounts to which they may be entitled shall be ratably distributed among the holders of Series A and B Preferred Stock and of any Parity Securities in proportion to the full amounts to which they would otherwise be respectively entitled if all amounts thereon were paid in full.

(c) Neither (i) the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property or assets of the Corporation (ii) nor the consolidation, merger or other business combination of the Corporation with or into one or more corporations or other entities in which the consideration received per share of Series A and B Preferred Stock is at least equal to the Series A and B Liquidation Preference shall

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be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Corporation. For purposes hereof, the consideration received per share of Series A and B Preferred Stock shall equal the cash received per share plus the fair value per share of any non-cash consideration. The fair value of such non-cash portion of the consideration shall be determined by the Board of Directors of the Corporation in good faith; provided, however, that in the event the holders representing a majority of the shares of each of the Series A Preferred Stock and Series B Preferred Stock then outstanding disagree with such determination and so notify the Corporation in writing, the Corporation shall promptly retain an Independent Investment Bank to determine such fair value. Such Independent Investment Bank shall promptly deliver an opinion addressed to the holders of the Series A and B Preferred Stock as to the fair value of the non-cash portion of the consideration, which determination shall be final and binding on the Corporation and the holders of the Series A and B Preferred Stock. If such Independent Investment Bank delivers an opinion which states that such non-cash consideration has a range of values, the fair value thereof shall be deemed to be the lowest value of such range. If such Independent Investment Bank fails to deliver such opinion, the fair value of such non-cash portion of the consideration shall be deemed to be zero unless the holders representing a majority of the shares of each of the Series A Preferred Stock and Series B Preferred Stock then outstanding notify the Corporation to assign a different value thereto, in which case the fair value shall be deemed to be such different value, but not less than zero.

5. Voting; Meetings.

(a) General. In addition to any voting rights provided in these Articles of Incorporation or the Corporation's Bylaws, the holders of the Series A and B Preferred Stock shall vote together with the holders of Common Stock as a single class on all actions to be voted on by the shareholders of the Corporation other than in the election of Series A Preferred Directors (as provided by and defined in Article IV., Section B., 5.(c)). Each share of Series A and B Preferred Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of Common Stock (including fractions of a share) into which each share of Series A and B Preferred Stock is then convertible. Whenever any action is proposed to be taken by shareholders without a meeting, the shareholders proposing to take such action shall provide prior written notice of such action, at least seven days prior to the taking of such action, to the holders, if any, of the Series A and B Preferred Stock then outstanding.

(b) Board of Directors. The Corporation shall not, without the written consent or affirmative vote of the holders representing at least a majority of the shares of Series A Preferred Stock then outstanding, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, (i) increase the maximum number of directors constituting the Board of Directors to a number in excess of seven (7) or (ii), provide that any director of the Corporation shall have other than one vote.

(c) Election of Directors. So long as the number of shares of Common Stock into which the shares of Series A Preferred Stock outstanding from time to time are then convertible represents at least 10% of the number of shares of Common Stock outstanding at such time, the holders of the Series A Preferred Stock, voting as a separate class, shall be entitled to nominate and

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elect two (2) members to the Board of Directors of the Corporation (the "Series A Preferred Directors").

At any meetings (or in a written consent in lieu thereof) held for the purpose of electing Series A Preferred Directors, (i) the presence in person or by proxy (or the written consent) of the holders representing the majority of the shares of Series A Preferred Stock then outstanding shall constitute a quorum unless a greater number is required by law; and (ii) the absence of the presence in person or by proxy (or written consent) of a quorum of holders of the shares of Common Stock then outstanding shall not affect the right of a quorum of holders of Series A Preferred Stock to elect the Preferred Directors. Any Series A Preferred Director may be removed by, and shall not be removed except by, the holders representing a majority of the shares of Series A Preferred Stock then outstanding present in person or by proxy and voting at a meeting of shareholders, or a meeting of the holders of Series A Preferred Stock called for that purpose, or by written consent signed by the holders representing a majority (or such greater number required by law) of the shares of Series A Preferred Stock then outstanding.

Except as otherwise described in this paragraph, a vacancy in any of the directorships held by the Series A Preferred Directors shall be filled only by vote or written consent of the holders of the Series A Preferred Stock as provided above. Unless otherwise required by the laws of the State of Florida, any holder or holders of at least ten percent (10%) of the outstanding shares of Series A Preferred Stock shall have the right to call a meeting of the holders of the Series A Preferred Stock (or, unless a greater number is required by law, to execute a written consent in lieu of such a meeting) for the purpose of electing the Series A Preferred Directors and filling vacancies of the Series A Preferred Directors. In the case of a vacancy in either of the directorships held by the Series A Preferred Directors, the remaining Series A Preferred Director shall have the right to designate a successor director to the vacant directorship, and the successor director shall serve until the next succeeding annual meeting of shareholders and until his or her successor shall have been elected and qualified or his or her earlier resignation or removal.

(d) Class Vote. At any time when shares of Series A and B Preferred Stock are outstanding and the vote or written consent of the holders representing a greater number of shares of Series A and B Preferred Stock is not required by law or these Articles of Incorporation, then, without the approval of the holders representing at least a majority of the shares of each of the Series A Preferred Stock and Series B Preferred Stock then outstanding, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, the Corporation shall not:

(i) amend or repeal any provision of, or add any provision to, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation if such action would alter, change or affect adversely the rights, preferences, privileges or powers of or the restrictions provided for the benefit of, the Series A Preferred Stock or the Series B Preferred Stock, or

(ii) authorize or issue, or reclassify any Common Stock or other Junior Securities into, shares of any Senior Securities or Parity Securities, or authorize or issue shares of

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Senior Securities or Parity Securities or authorize or issue or grant any rights, options or other securities convertible, exercisable or exchangeable for or into, or having rights to purchase, any shares of Senior Securities or Parity Securities or authorize or issue any debt or hybrid security with equity or similar features (whether or not in the same instrument).

(e) Meetings. (i) The holders of Series A and B Preferred Stock shall be entitled to receive notice of all meetings of shareholders of the Corporation in the same manner and at the same times as the holders of the Common Stock. (ii) A special meeting of the shareholders of the Corporation or the holders of the Series A Preferred Stock or the Series B Preferred Stock shall be called by the appropriate officer of the Corporation if and when requested by the holders of at least twenty-five percent (25%) of the shares of Series A Preferred Stock then outstanding (where the special meeting is a meeting of the holders of Series A Preferred Stock) or the holders of at least twenty-five percent (25%) of the Series B Preferred Stock outstanding (where the special meeting is a meeting of the holders of the Series B Preferred Stock) or the holders of at least twenty-five percent of the Series A and B Preferred Stock outstanding (where the special meeting is a joint meeting of the holders of the Series A and B preferred Stock). Any special meeting of the shareholders shall be held on such date, at such time and at such place within or without the State of Florida as shall be designated in any such request. In lieu of a special joint meeting of the holders of Series A and B Preferred Stock, any action which may be taken thereat may be taken by the written consent of the holders of the registered number of shares of Series A and B Preferred Stock. In lieu of a special meeting of the holders of Series A Preferred Stock or Series B Preferred Stock, any action may be taken by written consent of the appropriate holders.

6. Conversion. The holders of Series A and B Preferred Stock shall have the following conversion rights:

(a) Conversion Events. Subject to the provisions for adjustment hereinafter set forth, each share of Series A and B Preferred Stock shall be convertible into the number of shares of Common Stock obtained by dividing (i) the product determined by multiplying the number of shares of Series A and B Preferred Stock to be converted by the Stated Value applicable to such Series by (ii) the Conversion Price for such Series then in effect. The shares of Series A and B Preferred Stock shall be so convertible (i) from time to time at the option of the holder thereof and (ii) automatically (A) upon the closing of a Qualified Public Offering, or (B) the affirmative vote in the manner herein provided of the holders of more than 50% of the shares of Series A and B Preferred Stock then outstanding to require the conversion of all shares of Series A and B Preferred Stock then outstanding.

(b) Mechanics of Conversion. Each holder of Series A Preferred Stock or Series B Preferred Stock who desires to convert any shares of Series A Preferred Stock or Series B Preferred Stock into shares of Common Stock shall surrender the certificate or certificates therefor, duly endorsed, at the principal office of the Corporation or of any transfer agent for the Series A Preferred Stock, Series B Preferred Stock or Common Stock, and shall give written notice to the Corporation at such office that such holder elects to convert such shares of Series A Preferred Stock

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or Series B Preferred Stock stating therein the number of shares of Series A Preferred Stock or Series B Preferred Stock being converted and setting forth the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued if such name or names shall be different than that of such holder. Thereupon, the Corporation shall issue and deliver on the second succeeding Business Day to such holder (i) a certificate or certificates for the number of validly issued, fully paid and non-assessable full shares of Common Stock to which such holder is entitled and (ii) if less than the full number of shares of Series A Preferred Stock or Series B Preferred Stock evidenced by the surrendered certificate or certificates are being converted, a new certificate or certificates, of like tenor, for the number of shares evidenced by such surrendered certificate or certificates less the number of shares converted. Each conversion shall be deemed to have been effected immediately prior to the close of business on the date of such surrender of the shares to be converted so that the rights of the holder thereof as to the shares being converted shall cease at such time, except for the right to receive shares of Common Stock and any dividends declared, accrued and unpaid in accordance herewith, and the Person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such share of Common Stock at such time.

(c) Adjustment of Conversion Price. If and whenever the Corporation issues or sells, or in accordance with Article IV., Section B., 6.(d) is deemed to have issued or sold, any share of Common Stock (other than pursuant to a Permitted Issuance) for a consideration per share less than the applicable Conversion Price for such Series in effect immediately prior to the time of such issuance or sale, then immediately upon such issuance or sale the Conversion Price for such Series shall be reduced to equal the number resulting from dividing (a) the sum of (1) the product derived by multiplying the Conversion Price for such Series in effect immediately prior to such issue or sale times the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale, plus (2) the consideration, if any, received by the Corporation upon such issue or sale, by (b) the number of shares of Common Stock Deemed Outstanding immediately after such issuance or sale. For purposes of this Article IV., Section B., 6(c), the calculation of the number of shares of Common Stock Deemed Outstanding shall exclude the shares of Common Stock issuable upon conversion of shares of Series A and B Preferred Stock.

(d) Effect on Conversion Price of Certain Events. For purposes of determining the adjusted Conversion Price for a Series under Article IV., Section B., 6.(c), the following shall be applicable:

(i) Issuance of Rights or Options. If the Corporation in any manner grants any rights or options to subscribe for or to purchase Common Stock or any stock or other securities convertible into or exchangeable for Common Stock (such rights or options being herein called "Options" and such convertible or exchangeable stock or securities being herein called "Convertible Securities") and the price per share for which Common Stock is issuable upon the exercise of such Options or upon conversion or exchange of such Convertible Securities is less than the Conversion Price for a Series in effect immediately prior to the time of such issuance or sale, then the total maximum number of shares of Common Stock issuable upon the exercise of such Options or upon

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conversion or exchange of such Convertible Securities shall be deemed to be outstanding and to have been issued and sold by the Corporation for such price per share, unless the issuance of such shares of Common Stock upon such exercise, conversion or exchange constitutes a Permitted Issuance.

For purposes of this paragraph (d) (i), the "price per share for which Common Stock is issuable upon the exercise of such Options or upon conversion or exchange of such Convertible Securities" is determined by dividing (x) the total amount, if any, received or receivable by the Corporation as consideration, for the granting of all such Options, plus the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of all such Options, plus in the case of such Options which relate to Convertible Securities, the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the issuance or sale of all such Convertible Securities and the conversion or exchange thereof, by (y) the total number of shares of Common Stock issuable upon exercise of all such Options or upon the conversion or exchange of all such Convertible Securities issuable upon the exercise of such Options. To the extent that an adjustment of the Conversion Price for a Series shall have been made upon the issuance of such Options or Convertible Securities, a readjustment of the Conversion Price for such Series shall be made upon the issuance of such Common Stock following the exercise of such Options or upon the actual issuance of such Common Stock upon conversion or exchange of such Convertible Securities. The foregoing provision shall not apply to any Option (1) issued and outstanding on or prior to the Closing Date, or (2) issued pursuant to any employee stock option plan or executive incentive ownership plan approved after the Closing Date by a majority of the Board of Directors other than directors who have a direct or indirect interest in any such plan.

(ii) Issuance of Convertible Securities. If the Corporation in any manner issues or sells any Convertible Securities and the "price per share for which Common Stock is issuable, upon such conversion or exchange" is less than the Conversion Price for a Series in effect immediately prior to the time of such issuance or sale, then the maximum number of shares of Common Stock issuable upon conversion or exchange of such Convertible Securities shall be deemed to be outstanding and to have been issued and sold by the Corporation for such price per share, unless the issuance of such shares of Common Stock upon such exercise, conversion or exchange constitutes a Permitted Issuance. For the purposes of this paragraph, the "price per share for which Common Stock is issuable upon such conversion or exchange" is determined by dividing (x) the total amount received or receivable by the Corporation as consideration, for the issuance or sale of all such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (y) the total maximum number of shares of Common Stock issuable upon the conversion or exchange of all such Convertible Securities. To the extent that an adjustment of the Conversion Price for a Series shall be made upon the issuance of such Convertible Securities, a readjustment of the Conversion Price for such Series shall be made upon the actual issuance of such Common Stock upon conversion or exchange of such Convertible Securities.

(iii) Change in Option Price or Conversion Price. If the purchase price provided for in any Options, the additional consideration, if any, payable upon the issue, conversion

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or exchange of any Convertible Securities, or the rate at which any Convertible Securities are convertible into or exchangeable for Common Stock changes at any time, then the Conversion Price for both Series in effect at the time of such change shall be adjusted to the Conversion Price for such Series which would have been in effect at such time had such Options or Convertible Securities still outstanding provided for such changed purchase price, additional consideration or changed conversion rate, as the case may be, at the time initially granted, issued or sold.

(iv) Treatment of Expired Options and Unexercised Convertible Securities.

Upon the expiration of any Option or the termination of any right to convert or exchange any Convertible Securities without the exercise of such Option or right, the Conversion Price for both Series then in effect shall be adjusted to the Conversion Price for a Series which would have been in effect at the time of such expiration or termination had such Option or Convertible Securities never been issued.

(v) Calculation of Consideration Received. If any Common Stock, Options or Convertible Securities are issued or sold or deemed to have been issued or sold for cash, the consideration received therefor shall be deemed to be the net amount payable by the purchaser or purchasers thereof after deducting underwriting discounts, commissions or other expenses of sale. In case any Common Stock, Options or Convertible Securities are issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Corporation shall be the fair value of such consideration, except where such consideration consists of securities, in which case the amount of consideration received by the Corporation shall be the Market Price thereof as of the date of receipt. In case any Common Stock, Options or Convertible Securities are issued to the owners of the non-surviving entity in connection with any merger in which the Corporation is the surviving entity the amount of consideration therefor shall be deemed to be the fair value of such portion of the net assets and business of the non-surviving entity as is attributable to such Common Stock, Options or Convertible Securities, as the case may be. The fair value of any consideration other than cash or securities shall be determined by the Board of Directors of the Corporation in the good faith exercise of its business judgment; provided, however, that in the event the holders representing a majority of the shares of each of the Series A Preferred Stock and Series B Preferred Stock then outstanding disagree with such determination and so notify the Corporation in writing, the Corporation shall promptly retain an Independent Investment Bank to determine such fair value, which determination shall be final and binding on the Corporation and the holders of the Series A and B Preferred Stock.

(vi) Integrated Transactions. In case any Option is issued in connection with the issue or sale of other securities of the Corporation, together comprising one integrated transaction in which no specific consideration is allocated to such Option by the parties thereto, the Option shall be deemed to have been issued for no consideration.

(e) Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time after the Issue Date effects a subdivision of the outstanding Common Stock or combines the outstanding shares of Common Stock, then, in each such case, the Conversion Price for

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such Series in effect immediately prior to such event shall be adjusted so that each holder of shares of Series A and B Preferred Stock shall have the right to convert its share of Series A and B Preferred Stock into the number of shares of Common Stock which it would have owned after the event had such shares of Series A and B Preferred Stock been converted immediately prior to the occurrence of such event. Any adjustment under this Article IV., Section B., 6.(e) shall become effective as of the date and time such subdivision or combination becomes effective.

(f) Reorganization, Reclassification, Consolidation, Merger or Sale.

(i) Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Corporation's assets to another Person and any transaction which is effected in such a way that holders of more than fifty percent (50%) of the shares of Common Stock then outstanding are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets of another Person with respect to or in exchange for Common Stock is referred to herein as a "Change of Control."

(ii) Prior to the consummation of any Change of Control, the Corporation shall make appropriate provision (in form and substance reasonably satisfactory to the holders of each of the Series A Preferred Stock and Series B Preferred Stock representing a majority of the shares of each Series then outstanding) to insure that each of the holders of Series A and B Preferred Stock shall thereafter have the right to acquire and receive in lieu of or in addition to (as the case may be) the shares of Common Stock immediately theretofore acquirable and receivable upon the conversion of such holder's Series A Preferred Stock or Series B Preferred Stock, such shares of stock, securities or assets as may be issuable or payable with respect to or in exchange for the number of shares of Common Stock immediately theretofore acquirable and receivable upon conversion of such holder's Series A Preferred Stock or Series B Preferred Stock had such Change of Control not taken place. In any such case, the Corporation shall make appropriate provision (in form and substance reasonably satisfactory to the holders of each of the Series A Preferred Stock and Series B Preferred Stock representing a majority of such Series then outstanding) with respect to such holders rights and interest to insure that the provisions hereof shall thereafter be applicable to the Series A and B Preferred Stock (including, in the case of any such consolidation, merger or sale in which the successor entity or purchasing entity is other than the Corporation, an immediate adjustment of the Conversion Price for a Series to reflect the value for the Series A and B Preferred Stock reflected by the terms of such consolidation, merger or sale, if the value so reflected is less than the Conversion Price for such Series in effect immediately prior to such consolidation, merger or sale).

(iii) The Corporation shall not effect any such consolidation, merger or sale, unless prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from such consolidation or merger or the corporation purchasing such assets assumes by written instrument (which may be the agreement of consolidation, merger or sale) (in form and substance reasonably satisfactory to the holders of Series A and B Preferred Stock representing a majority of each of the Series A Preferred Stock and Series B Preferred Stock then outstanding), the

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obligation to deliver to each such holder such shares of stock securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

(g) Certain Events If, at any time or from time to time after the Issue Date, any event occurs of the type contemplated by the provisions of Article IV., Section B., 6. but not expressly provided for by such provisions (including, without limitation, the granting of stock appreciation rights, phantom stock rights or other rights having equity or similar features but excluding any Permitted Issuance), then the Corporation's Board of Directors shall make an appropriate adjustment in the Conversion Price for each Series so as to protect the rights of the holders of Series A and B Preferred Stock; provided that no such adjustment shall increase the Conversion Price as otherwise determined pursuant to Article IV., Section B., 6.

(h) No Impairment. The Corporation will not, by amendment to or of these Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation.

(i) No Fractional Shares Adjustments. No fractional shares shall be issued upon conversion of the Series A Preferred Stock or Series B Preferred Stock. If more than one share of the Series A Preferred Stock or Series B Preferred Stock is to be converted at one time by the same holder, the number of full shares issuable upon such conversion shall be computed on the basis of the aggregate amount of the shares to be converted. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock or Series B Preferred Stock, the Corporation will pay a cash adjustment in respect of such fractional interest in an amount equal to the same fraction of the Market Price per share of Common Stock at the close of business on the day of conversion which such fractional share of Series A Preferred Stock or Series B Preferred Stock would be convertible into on such date.

(j) Record Date. If the Corporation takes a record of the holders of Common Stock for the purpose of entitling them (i) to receive a dividend or other distribution payable in Common Stock, Options or in Convertible Securities or (ii) to subscribe for or purchase Common Stock, Options or Convertible Securities, then such record date shall be deemed to be the date of the issue or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase, as the case may be.

(k) Shares to be Reserved. The Corporation shall at all times reserve and keep available out of its authorized and unissued stock, solely for the purpose of effecting the conversion of the Series A and B Preferred Stock, such number of shares of Common Stock as shall from time to time, be sufficient to effect the conversion of all of the Series A and B Preferred Stock from time to time outstanding. The Corporation shall from time to time, in accordance with the laws of the State of Florida, increase the authorized number of shares of Common Stock if at any time the

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number of shares of Common Stock then outstanding shall be insufficient to permit the conversion in full of the Series A and B Preferred Stock.

(l) Taxes and Charges. The Corporation will pay any and all issue or other Taxes that may be payable in respect of any issuance or delivery of shares of Common Stock on conversion of the Series A Preferred Stock or the Series B Preferred Stock. The Corporation shall not, however, be required to pay any Tax which may be payable in respect of any transfer involved in the issuance or delivery of Common Stock in a name other than that of the holder of the Series A Preferred Stock or Series B Preferred Stock, and no such issuance or delivery shall be made unless and until the Person requesting such issuance has paid to the Corporation the amount of such Tax or has established, to the satisfaction of the Corporation, that such Tax has been paid.

(m) Actions to Maintain Conversion Price Above Par Value. Before taking any action which would cause an adjustment in the Conversion Price such that, upon conversion of the Series A Preferred Stock or Series B Preferred Stock, shares of Common Stock with par value, if any, would be deemed to be issued below the then par value of the Common Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be reasonably necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at the Conversion Price as so adjusted.

(n) Certificate of Adjustment. In any case of an adjustment or readjustment of the number of shares of Common Stock or other securities issuable upon conversion of the Series A Preferred Stock or Series B Preferred Stock, the chief financial officer or the president of the Corporation shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare and sign a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each holder of Series A Preferred Stock and to each holder of Series B Preferred Stock at the holder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based including a statement of the number of shares of Common Stock and the type and amount, if any, of other property which at the time would be received upon conversion of such holder's shares.

(o) Notices of Record Date. In the event of (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Change of Control or voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock and to each holder of Series B Preferred Stock not less than 30 days and not more than 60 days prior to the date on which the books of the Corporation shall close, the record date specified therein or the effective date thereof as the case may be, a notice specifying (1) the material terms and conditions of the proposed action, (2) 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, (3) the date on which any such Change of Control, dissolution, liquidation or winding up is expected to become effective, and (4) the time, if any, that is to be fixed, as to when

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the holders 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 Change of Control, dissolution, liquidation or winding up.

(p) Notices. Any notice required by the provisions of Article IV., Section B., 6. shall be in writing and shall be deemed given upon delivery, if delivered personally, or by a recognized commercial courier with receipt acknowledged, or upon the expiration of 72 hours after the same has been deposited in the United States mail, by certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation.

(q) Accrued Dividends. Upon conversion of any shares of Series A Preferred Stock or Series B Preferred Stock the holder thereof shall be entitled to receive any declared, accrued and unpaid dividends in respect of the shares of Series A Preferred Stock or Series B Preferred Stock so converted to the date of such conversion.

(r) Closing of Books. The Corporation will at no time close its transfer books against the transfer of any shares of Series A Preferred Stock, Series B Preferred Stock, or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series A Preferred Stock or Series B Preferred Stock in any manner which interferes with the timely conversion of such shares of Series A Preferred Stock or Series B Preferred Stock.

(s) Status of Converted Stock. In the event any shares of Series A Preferred Stock or Series B Preferred Stock shall be converted pursuant to Article IV., Section B., 6. hereof, the shares so converted shall be canceled and shall not be issuable by the Corporation, and the Articles of Incorporation of the Corporation shall then be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

7 Redemption.

(a) Request. The holders of the Series A Preferred Stock or Series B Preferred Stock shall be entitled to request the Corporation in writing to redeem the shares of Series A Preferred Stock or Series B Preferred Stock in full or in part at any time within no less than thirty (30) days after the earlier to occur of (i) for the holders of Series A Preferred Stock, the expiration of a period of five (5) years from the Closing Date and for the holders of Series B Preferred Stock, the expiration of a period of five (5) years from the Issue date, or (ii) the occurrence of a Redemption Event. Each date on which shares are redeemed pursuant to this Article IV., Section B., 7.(a) is referred to herein as the "Series A and B Redemption Date." If at the time of the Series A and B Redemption Date there shall be insufficient funds of the Corporation legally available for such redemption, such amount of the funds as is legally available shall be used to satisfy any such redemption requirement. Such redemption requirement shall be cumulative so that if such requirement shall not be fully discharged for any reason, funds legally available therefor shall

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immediately be applied thereto upon receipt by the, Corporation until such requirement is discharged.

(b) Payment. On each Series A and B Redemption Date, the Corporation shall pay to the holder of each share of Series A Preferred Stock or Series B Preferred Stock being redeemed, upon surrender by the holder thereof at the Corporation's principal executive office of the certificate representing such share, duly endorsed in blank or accompanied by an appropriate form of assignment, the Stated Value of the Series A Preferred Stock or Series B Preferred Stock being redeemed (the ☐ Redemption Payment ☐).

(c) Redeemed or Otherwise Acquired Shares Not to be Reissued. All shares redeemed pursuant to this Article IV., Section B., 7. or otherwise acquired shall not thereafter be reissued as shares of such series.

(d) Determination of Number of Each Holder's Shares to be Redeemed. If less than all of the outstanding shares of Series A and B Preferred Stock are to be redeemed pursuant to Article IV., Section B., 7.(a), the Corporation shall determine, as nearly as practicable on a pro rata basis, the shares held by each holder to be redeemed.

(e) Voting Dividends. From and after the Series A and B Redemption Date, each share of Series A Preferred Stock or Series B Preferred Stock which shall have been redeemed on such Series A and B Redemption Date, shall cease to be entitled to any dividends, and all rights of the holder of such share, as a shareholder of the Corporation by reason of the ownership of such share, shall cease, except the right to receive the Redemption Payment therefor upon the presentation and surrender of the certificate representing such share in the manner set forth herein.

8 Definitions. For purposes of this Article IV., Section B., the following terms shall have the respective meanings set forth below:

"Affiliate" means, with respect to any Person, any other Person directly or indirectly controlling (including but not limited to all directors and officers of such Person), controlled by, or under direct or indirect common control with such Person. For purposes of this definition, "controlling" (including with its correlative meanings, the terms "controlled by" and "under common control with") as used with, respect to any Person shall mean the possession, directly or indirectly, of the power (i) to vote or direct the vote of 10% or more of the securities having ordinary voting power for the election of directors of such corporation or (ii) to direct or cause the direction of the management and policies of such corporation, whether through the ownership of securities, by contract or otherwise.

"Business Day" means any day that is not a Saturday, a Sunday or a day on which banks are required or permitted to be closed in the State of Florida.

"Change of Control" has the meaning set forth in Article IV., Section B., 6.(f).

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"Closing Date" shall have the meaning set forth in the Purchase Agreement dated as of January 14, 2000.

"Common Stock" means Common Stock and all other securities of any class or classes (however designated) of the Corporation (other than the Series A and B Preferred Stock) the holders of which have the right, without limitation as to amount, after payment on any securities entitled to a preference on dividends or other distributions upon any dissolution, liquidation or winding up, either to all or to a share of the balance of payments upon such dissolution, liquidation or winding up; provided that if there is a change such that the securities issuable upon conversion of the Series A and B Preferred Stock are issued by an entity other than the Corporation or there is a change in the class of securities so issuable, then the term "Common Stock" shall mean any share of the security issuable upon conversion of the Series A and B Preferred Stock if such security is issuable in shares, or shall mean the smallest unit in which such security is issuable if such security is not issuable in shares.

"Common Stock Deemed Outstanding" means, at any given time, the number of shares of Common Stock actually outstanding at such time, plus the number of shares of Common Stock deemed to be outstanding pursuant to Article IV., Section B., 6.(d)(i) or (ii) hereof.

"Conversion Price" means with respect to each share of Series A Preferred Stock \$2.756297 and means with respect to each share of Series B Preferred Stock \$5.0556 both of which are subject to adjustment pursuant to Article IV., Sections B., 6.(c), (d), (e), (f), and (g) hereof.

"Convertible Securities" has the meaning set forth in Article IV., Section B., 6.(d)(i).

"Fully Diluted Basis" means with respect to the calculation of the number of shares of Common Stock, as of each date of determination thereof, (i) all shares of Common Stock outstanding at the time of determination, and (ii) all shares of Common Stock issuable upon the exchange, exercise or conversion of any security or other right then outstanding which is exchangeable, exercisable or convertible for or into Common Stock, including, without limitation, the Series A and B Preferred Stock.

"Independent Investment Bank" means any investment bank or valuation firm, chosen by the Corporation and consented to by the holders of a majority of shares of Series A and B Preferred Stock then outstanding, which consent shall not be unreasonably withheld in each case, the costs and fees of which shall be borne by the Corporation and the opinion of which shall be addressed to the holders of the Series A and B Preferred Stock.

"Issue Date" means, as to any share of Series A Preferred Stock or Series B Preferred Stock, the date of original issuance thereof by the Corporation.

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"Junior Securities" has the meaning set forth in Article IV., Section B., 2.

"Market Price" means, as to any security, the average of the closing prices of such security's sales on all domestic securities markets on which such security may at the time be listed, or, if there have been no sales on any such exchange on any day, the average of the highest bid and lowest asked prices on all such markets at the end of such day, or, if on any day such security is not so listed, the average of the representative bid and asked prices quoted on the Nasdaq Bulletin Board as of 4:00 P.M., New York time, on such day, or, if on any day such security is not quoted on the Nasdaq Bulletin Board, the average of the highest bid and lowest asked prices on such day in the domestic over-the-counter market as reported by the National Quotation Bureau, Incorporated, or any similar successor organization; in each such case averaged over a period of 10 days immediately preceding the day as of which "Market Price" is being determined; provided that if such security is listed on any domestic securities market the term "Business Days" as used in this sentence means business days on which such exchange is open for trading. If at any time such security is not listed on any domestic securities exchange or quoted on the Nasdaq Bulletin Board or other domestic over-the-counter market, the "Market Price" shall be the fair value thereof as determined in good faith by the Board of Directors of the Corporation (determined without giving effect to any discount for minority interest, any restrictions on transferability or any lack of liquidity of the Common Stock or to the fact that the Corporation has no class of equity registered under the Exchange Act, such fair value, to be determined by reference to the cash price that would be paid between a fully informed buyer and seller under no compulsion to buy or sell; provided, however, (i) in the event that holders of Series A and B Preferred Stock representing a majority of the Series A and B Preferred Stock then outstanding disagree with the Board of Directors determination of the fair value or (ii) if such fair value is being determined in connection with an issuance of securities solely to one or more Affiliates of the Corporation, then in each such case if so required by such holders of Series A and B Preferred Stock, such fair value shall be determined by an Independent Investment Bank and the determination of such Independent Investment Bank shall be final and binding on the Corporation and the holders of the Series A and B Preferred Stock.

"Options" has the meaning set forth in Article IV., Section B., 6.(d) (i).

"Parity Securities" has the meaning set forth in Article IV., Section B., 2.

"Permitted Issuance" means the issuance by the Corporation of shares (i) of Common Stock (A) upon conversion of the Series A Preferred Stock or Series B Preferred Stock or other convertible securities issued as of the Issue Date, (B) in connection with any dividend or distribution to the holders of Common Stock declared and made in accordance with Article IV., Section B., 3. hereof or (C) upon exercise of any Options outstanding prior to the Closing Date or thereafter issued pursuant to any stock option as incentive plan approved by a majority of the directors of the Corporation who have no interest in such plan, or (D)

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any shares of Common Stock issued in connection with any stock splits, reclassifications, recapitalizations or similar events or (ii) any Options issued pursuant to any of the plans referred to in clause (i)(C) above.

"Person" means an individual, partnership, corporation, trust, unincorporated organization, joint venture, government or agency, political subdivision thereof, or any other entity of any kind.

"Purchase Agreement" means the Preferred Stock Purchase Agreement, dated as of January 27, 2000, among the Corporation and the initial holders of Series A Preferred Stock who were a party thereto.

"Qualified Public Offering" means an underwritten initial public offering of shares of the Company's Common Stock (A) at a public offering price per share that, based upon such offering price, gives the Series A Preferred Stockholders at least three times the purchase price as set forth in the Purchase Agreement and (B) in which the net proceeds to the Company are not less than \$20 million.

"Redemption Event" means (i) a Change of Control; (ii) as to holders of Series A Preferred Stock, a breach of the Corporation's obligations under that certain Registration Rights Agreement dated as of the Closing Date, between the Corporation and the holders of Series A Preferred Stock who were a party thereto, which breach shall not have been cured by the Corporation within ten (10) days of notification thereof; or (iii) as to holders of Series B Preferred Stock, a breach of a registration rights agreements between the Corporation and the holders of Series B Preferred Stock, which breach shall not have been cured by the Corporation within ten (10) days of notification thereof.

"Redemption Payment" means the payment referred to in Article IV., Section B., 7.(b).

"Senior Securities" means any class or series of capital stock of the Corporation other than Parity Securities or Junior Securities.

"Series" shall have the meaning set forth in Article IV., Section B., 1.

"Series A and B Liquidation Preference" shall have the meaning set forth in Article IV., Section B., 4.(a).

"Series A and B Preferred Stock" means the Series A Preferred Stock and Series B Preferred Stock.

"Series A and B Redemption Date" has the meaning set forth in Article IV., Section B., 7.(a).

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"Series A Preferred Stock" has the meaning set forth in Article IV., Section B., 1.

"Series A Preferred Directors" has the meaning set forth in Article IV., Section B., 5.

"Series B Preferred Stock" has the meaning set forth in Article IV., Section B., 1.

"Stated Value" means for the Series A Preferred Stock, \$1.00 per share and for the Series B Preferred Stock means \$5.0556 per share.

"Subsidiary" means, with respect to the Corporation, any corporation of which an aggregate of 50% or more of the outstanding capital stock having ordinary voting power to elect a majority of the board of directors of such corporation (irrespective of whether, at the time, capital stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency) is at the time, directly or indirectly, owned by the Corporation and/or one or more Subsidiaries of the Corporation.

"Tax" or "Taxes" means all Federal, state, local or foreign net or gross income, gross receipts, net proceeds, sales, use, ad valorem value added, franchise, bank shares, withholding, payroll, employment, excise, sales, use, property, alternative or add-on minimum, environmental or other taxes, assessments, duties, fees, levies or other governmental charges of any nature whatever, whether disputed or not together with any interest, penalties, additions to tax or additional amounts with respect thereto.

ARTICLE V.

The street address of the registered office, of the Corporation is: 2101 W. Commercial Boulevard, Suite 4500, Fort Lauderdale, Florida 33431, and the name of its registered agent at such address is Steven Sponder.

ARTICLE VI.

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.

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ARTICLE VII.

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation. Any director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interest transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorized any such contract or transaction, with like force, and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE VIII.

A. Shareholder Agreements. The Corporation and its Shareholders or the Shareholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Shareholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Shareholder. Nothing in the Articles of Incorporation or the By-laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Officers and Directors. The Corporation shall indemnify any Officer or Director who by virtue of his being an Officer or Director of this Corporation, is made a party to any action or proceeding to the fullest extent permitted by Florida law.

C. Officer and Director Liability. No Officer or Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith if such Officer or Director exercised the same degree of care that a prudent person would have exercised in the conduct of his or her own affairs.

D. Reimbursement of Officers and Directors. In any action or proceeding brought by or on behalf of the Corporation against an Officer or Director, which results in a decision in favor of the Officer or Director, the Corporation shall reimburse the Officer or Director for all reasonable expenses incurred by him or her in the course of the action or proceedings.

ARTICLE IX.

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

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IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed by its undersigned officer on November 10, 2000.

BIZPROLINK, COM, INC., a Florida
corporation

By: _____


Steven Sponder, CEO & President

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